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10 UNITED STATES BANKRUPTCY COURT  
11 CENTRAL DISTRICT OF CALIFORNIA  
12 NORTHERN DIVISION

13 In re § CASE NO. 9:18-AP-01058-DS

14 CHANNEL TECHNOLOGIES GROUP, LLC, §  
15 *Debtor.* §

16 CORPORATE RECOVERY ASSOCIATES, §  
17 LLC, as Trustee for the Liquidating Trust of §  
18 Channel Technologies Group, LLC, §  
19 *Plaintiff.* §

20 v. §

21 BLUE WOLF CAPITAL PARTNERS, LLC, §  
22 BLUE WOLF CAPITAL FUND II, L.P., §  
23 GLADSTONE INVESTMENT §  
24 CORPORATION, BLUE WOLF CAPITAL §  
25 ADVISORS L.P., BW PIEZO HOLDINGS, §  
26 LLC, FIDUS INVESTMENT §  
27 CORPORATION, FIDUS MEZZANINE §  
28 CAPITAL II, L.P., AVANTE MEZZANINE §  
PARTNERS SBIC, LP, AVANTE §  
MEZZANINE PARTNERS II, INC., PENGDI §  
HAN, DHAN, LLC, GRANT THORNTON, §  
LLP, CTG ADVANCED MATERIALS, LLC, §  
CTS CORPORATION, ELECTRO OPTICAL §  
INDUSTRIES, §  
*Defendants.* §

Plaintiff Corporate Recovery Associates, LLC, solely in its capacity as Trustee for the Liquidating Trust of Debtor Channel Technologies Group, LLC (“Plaintiff”) files this Second Amended Complaint against Blue Wolf Capital Partners, LLC, Blue Wolf Capital Fund II, L.P., Blue Wolf Capital Advisors L.P., BW Piezo Holdings, LLC—(collectively, the “Blue Wolf Entities”—Defendants Fidus Investment Corporation; Fidus Mezzanine Capital II, L.P., Avante Mezzanine Partners SBIC, LP, Avante Mezzanine Partners II, Inc.—(collectively, the “Mezzanine Lenders”— and Defendants Gladstone Investment Corporation, Grant Thornton, LLP, CTG Advanced Materials, LLC, CTS Corporation, Electro Optical Industries, Pengdi Han, and DHAN, LLC and respectfully shows as follows:

## I. **SUMMARY**

1. This is a fraudulent transfer case. In an abuse of the corporate form, Blue Wolf Capital Partners organized and structured a series of shell corporations to nominally separate the assets and liabilities of CTG despite running CTG, its parent company and sister company, as alter egos of each other. Facing financial difficulty in 2016, the Blue Wolf Entities sold CTG's de facto assets for over \$70 million and distributed \$30 million to themselves, their equity partners, and others involved in the transactions. Insufficient funds were retained or distributed to CTG for the protection of its creditors. Later that year, and having already disadvantaged CTG's creditors, the Blue Wolf Entities put CTG into bankruptcy. The bankruptcy left approximately \$35 million in unsecured general creditors such as small vendors and the U.S. Navy holding the liabilities while distributed more than that amount earlier that year to themselves Defendants.

## II. PARTIES

2. Plaintiff Corporate Recovery Associates, LLC is a California limited liability company and Trustee for the Liquidating Trust of Debtor Channel Technologies Group, LLC.

3. Debtor Channel Technologies Group, LLC (“CTG”) is a California limited liability company.

4. Defendant Blue Wolf Capital Partners, LLC (“Blue Wolf Capital Partners”) is a Delaware limited liability company, with its principal place of business in New York, New York. It has already been served and made an appearance through counsel.

5. Defendant Blue Wolf Capital Fund II, L.P. (“Blue Wolf Capital Fund”) is a Delaware limited partnership, with its principal place of business in New York, New York. It has already been served and made an appearance through counsel.

6. Defendant Gladstone Investment Corporation is a Delaware corporation. It has already been served and made an appearance through counsel.

7. Defendant Blue Wolf Capital Advisors L.P. (“Blue Wolf Capital Advisors”) is a Delaware limited partnership, with its principal place of business in New York, New York. It has already been served and made an appearance through counsel.

8. Defendant BW Piezo Holdings, LLC (“BW Piezo”) is a Delaware limited liability company, with its principal place of business in New York, New York. It has already been served and made an appearance through counsel.

9. Defendant Fidus Investment Corporation is a Maryland corporation, with its principal place of business in Evanston, Illinois. It has already been served and made an appearance through counsel.

10. Defendant Fidus Mezzanine Capital II, L.P., is a Delaware limited partnership,

1 with its principal place of business in Evanston, Illinois. It has already been served and made an  
2 appearance through counsel.

3 11. Defendant Avante Mezzanine Partners SBIC, LP is a Delaware limited partnership,  
4 with its principal place of business in Los Angeles, California. It has already been served and  
5 made an appearance through counsel.

6 12. Defendant Avante Mezzanine Partners II, Inc., is a Delaware corporation, with its  
7 principal place of business in Los Angeles, California. It has already been served and made an  
8 appearance through counsel.

9 13. Grant Thornton, LLP is an Illinois limited liability partnership, with its principal  
10 place of business in 171 N. Clark Street, Suite 200, Chicago, IL 60601. It has already been served  
11 and made an appearance through counsel.

12 14. CTG Advanced Materials, LLC is a Delaware limited liability company, with its  
13 principal place of business in Bolingbrook, Illinois. It has already been served and made an  
14 appearance through counsel.

15 15. CTS Corporation is a Delaware corporation, with its principal place of business in  
16 Lisle, Illinois. It has already been served and made an appearance through counsel.

17 16. Electro Optical Industries, Inc. is a Delaware corporation, with its principal place  
18 of business in Goleta, California. It has already been served and made an appearance through  
19 counsel.

20 17. Defendant Pengdi Han is a natural person and resident of Washington. He has  
21 already been served and defaulted.

22 18. DHAN, LLC is a Washington limited liability company, with its principal place of  
23 business at 3236 Justamere Road, Woodridge, IL 60517. It has already been served and  
24

1 defaulted.

2 19. CTG alleges that at all relevant times alleged herein there existed a unity of interest  
3 and ownership between BW Piezo, CTG, and CTG Advanced Materials, and each of them, such  
4 that any individuality and separateness between them has ceased to exist. Adherence to the  
5 fiction of the separate existence of BW Piezo, CTG, and CTG Advanced Materials from one  
6 another would permit an abuse of the corporate privilege, would sanction fraud, and promote  
7 injustice.

8 20. In addition, and alternatively, CTG alleges that at all relevant times, Blue Wolf  
9 Capital Partners was operating BW Piezo, CTG, and CTG Advanced Materials as a single  
10 business enterprise. Blue Wolf Capital Partners, through its domination and control of Blue Wolf  
11 Capital Advisors, managed Blue Wolf Capital Fund, and directed and used Blue Wolf Capital  
12 Fund to dominate and control BW Piezo to dominate and control CTG and CTG Advanced  
13 Materials. CTG alleges that all relevant times alleged herein, BW Piezo, CTG, and CTG  
14 Advanced Materials were agents, employees, representatives, partners, subsidiaries, affiliates,  
15 and/or joint venturers of Blue Wolf Capital Partners, and in undertaking the actions complained  
16 of below were acting within the course and scope of such relationships and with the knowledge,  
17 authorization, consent, and ratification of each other.

20 **III.**  
21 **JURISDICTION**

22 21. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334,  
23 and 11 U.S.C. §523. This matter constitutes a core proceeding within the meaning of 28 U.S.C.  
24 §157(b)(2)(I) and (O). Venue is proper in this District pursuant to 28 U.S.C. §§1408 and 1409  
25 because the Debtor's bankruptcy case is pending in this District and the causes asserted herein  
26 arise under the Bankruptcy Code and arise in a case under the Bankruptcy Code.  
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## IV. FACTS

## A. Blue Wolf Capital Partners Acquires CTG

22. CTG designed and manufactured piezoelectric ceramics, transducers, sonar equipment, and other related products sold primarily to military, commercial, and industrial customers in the United States and internationally. CTG was founded in 1959 and was based in Santa Barbara, California.

23. Blue Wolf Capital Partners is a self-described “special-situation” private equity investment firm that targets the acquisition of middle-market companies facing structural, financial, or regulatory issues. After acquiring a company, Blue Wolf Capital Partners establishes a mezzanine structure of shell companies. Through its domination and control of these shell companies, Blue Wolf Capital Partners exercises control over its acquisition.

24. Sometime in 2011, Blue Wolf Capital Partners learned that CTG may have been facing financial challenges and approached CTG's owner, Alta Properties, Inc., about acquiring CTG. On or about December 2011, Blue Wolf Capital Partners, acting through its executive management team of Adam Blumenthal, Haranjeet Narulla, and Charles Miller among others, reached an agreement to purchase CTG. Blue Wolf Capital Partners directed one of its wholly owned and controlled subsidiaries—Blue Wolf Capital Advisors—to direct another subsidiary owned and controlled by Blue Wolf Capital Partners—Blue Wolf Capital Fund—to form and fund BW Piezo Holdings, LLC for the sole purpose of acquiring CTG. With its mezzanine structure of shell companies in place, in late December 2011, Blue Wolf Capital Partners acquired CTG as a subsidiary of BW Piezo.

25. After the acquisition, on December 28, 2011, Blue Wolf Capital Partners directed BW Piezo to execute the CTG Operating Agreement, naming BW Piezo as the sole owner and

1 member of CTG. *See Ex. 1 (CTG Operating Agreement).* The CTG Operating Agreement named  
2 CTG's previous manager, Kevin Ruelas, and Pierre Chao as managers of CTG and purported to  
3 vest them with the full, exclusive, and complete discretion to manage and control the affairs of  
4 CTG. Blue Wolf Capital Partners, however, acting through BW Piezo, retained complete control  
5 by including the following provision “[a]t any time, with or without cause and in its sole  
6 discretion, [BW Piezo] may (i) change the number of Managers, (ii) remove a Manager, (iii)  
7 replace a Manager or (iv) become a Manager.” This provision destroyed CTG's management's  
8 independence. With the looming threat of removal, a course of action that Blue Wolf Capital  
9 Partners exercised frequently, Blue Wolf Capital Partners controlled CTG's management and  
10 ensured that CTG was operated for the benefit of Blue Wolf Capital Partners.

12 26. On January 3, 2012, Blue Wolf Capital Partners issued a press release announcing  
13 its acquisition of CTG. *See Ex. 2 (Blue Wolf Capital Partners Press Release).* Although, the  
14 press release mentioned that Blue Wolf Capital Partners had acquired CTG through its shell  
15 companies, Blue Wolf Capital Partner's press release left no doubt that it would dominate and  
16 control CTG. In fact, Blue Wolf Capital Partners even announced that it would manage CTG's  
17 environmental, social, and governance features, and did not mention BW Piezo.

19 27. On or about April 2013, Blue Wolf Capital Partners, acting through BW Piezo,  
20 forced BW Piezo, CTG, and CTG's subsidiary Electro Optical Industries to enter into a credit  
21 facility agreement with CIT Bank, N.A for \$5,000,000 for CTG's benefit.

22 **B. CTG Acquires HC Materials's Assets**

24 28. After acquiring CTG, CTG's management, under Blue Wolf Capital Partners's  
25 control, decided to expand CTG's business to medical, ocean, and mining applications. To effect  
26 this, CTG's management began negotiations with Pengdi Han to acquire H.C. Materials, Inc.'s  
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1 (“HC Materials”) assets, a crystal manufacturer with a focus on medical ultrasound imaging,  
2 ocean mining, and ocean exploration systems.

3 29. In June 2013, Blue Wolf Capital Partners, acting through BW Piezo, removed and  
4 replaced CTG’s management and hired Ralph Phillips as President, Chief Executive Officer, and  
5 Manager of CTG. *See Ex. 3* (Phillips Complaint). Adam Blumenthal and Haranjeet Narulla,  
6 acting on behalf of Blue Wolf Capital Partners, Blue Wolf Fund, and BW Piezo, represented to  
7 Mr. Phillips that CTG was in the process of acquiring H.C. Materials, and that the value of CTG  
8 equity he would be awarded as compensation would include the value of H.C. Materials.  
9

10 30. After hiring Mr. Phillips, CTG’s management, under the control of Blue Wolf  
11 Capital Partners, continued to negotiate with Mr. Han regarding the acquisition of H.C. Materials.  
12 Blue Wolf Capital Partners, acting through BW Piezo, directed CTG to hire an investment bank  
13 to obtain debt financing for the purchase of H.C. Materials’s assets. Per published comments  
14 from Blue Wolf Capital Partners and BW Piezo’s principal, Haranjeet Narulla, “[b]y outsourcing  
15 the financing process, [Blue Wolf Capital Partners] [was] able to focus [its] attention on a  
16 complex add-on M&A transaction, while [the investment bank] helped us secure multiple sources  
17 of debt capital that are well-suited to support [CTG’s] future growth and strategic initiatives.”  
18 *See Ex. 4* (Lincoln Financial Press Release).

19 31. After exploring their financing options and evaluating their liability, Blue Wolf  
20 Capital Partners decided to restructure the transaction. Instead of having CTG purchase H.C.  
21 Materials’s assets directly, Blue Wolf Capital Partners, acting through BW Piezo, decided to  
22 create a new entity to hold the assets: CTG Advanced Materials. Neither BW Piezo nor the new  
23 entity had the financial capability to purchase HC Materials’s assets, so Blue Wolf Capital  
24 Partners, acting through BW Piezo, forced CTG’s management to obtain financing for these  
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1 assets.

2       32. In October 2013, Blue Wolf Capital Partners, acting through BW Piezo, forced  
3 CTG and its subsidiary to join BW Piezo and CTG Advanced Materials as borrowers in the  
4 Amended and Restated Credit Agreement with OneWest Bank (later CIT Bank, N.A. would  
5 become OneWest Bank's successor in interest). *See* Ex. 5 (Amended and Restated Credit  
6 Agreement). Under the terms of the new loan agreement, CTG increased its revolving loan  
7 facility from \$5,000,000 to \$10,000,000. More significantly, though, CTG agreed to borrow  
8 \$31,000,000 in a term loan and \$8,000,000 in a revolving loan facility for CTG Advanced  
9 Materials.

10       33. At the same time, Blue Wolf Capital partners acting through BW Piezo, forced  
11 CTG to enter into separate loan and investment agreements ("Loan and Investment Agreements")  
12 with Fidus Investment Corporation; Fidus Mezzanine Capital II, L.P.; Avante Mezzanine  
13 Partners SBIC, LP; Avante Mezzanine Partners II, Inc. (the "Mezzanine Lenders"). *See* Exs. 6  
14 (Investment Agreement) and 7 (Security Agreement).

15       34. The terms of the Loan and Investment Agreement with the Mezzanine Lenders  
16 were onerous. In exchange for (1) a security interest in all CTG's and Electro-Optical Industries,  
17 LLC's assets (a CTG subsidiary), and (2) equity in Blue Wolf Capital Partners's shell company  
18 and CTG's owner, BW Piezo, the Mezzanine Lenders lent Blue Wolf Capital Partners, BW Piezo,  
19 and CTG \$14,000,000 to be used to purchase the assets of H.C. Materials. Moreover, the terms  
20 of the agreement prohibited CTG and any of its subsidiaries from making any investments or  
21 acquisitions during the term of the agreement.

22       35. After securing the financing, Blue Wolf Capital Partners, through BW Piezo, CTG,  
23 and CTG Advanced Materials, used the loan proceeds and CTG's cash to acquire H.C.  
24

1 Materials's assets for \$48 million. Immediately, the Blue Wolf Entities, Mr. Blumenthal, and  
2 Mr. Narulla issued press releases and represented to the public that CTG had acquired H.C.  
3 Materials. *See* Ex. 8 (October 15, 2013 Press Release). Blue Wolf Capital Partners's actions left  
4 CTG saddled with significant debt and limited CTG's business.

5 36. Despite these public representations, Blue Wolf Capital Partners, acting through its  
6 executive management team and BW Piezo, surreptitiously decided to segregate the companies  
7 on paper. The new entity named CTG Advanced Materials purchased H.C. Materials's assets;  
8 however, Blue Wolf structured CTG Advanced Materials to be a sister company to CTG under  
9 the ownership of BW Piezo, instead of as a wholly-owned subsidiary of CTG. Additionally, BW  
10 Piezo received all of the assets of DHAN, LLC.

12 37. The paper segregation was fictional. Despite surreptitiously structuring CTG  
13 Advanced Materials as a sister company, Blue Wolf Capital Partners, acting through its executive  
14 management team and BW Piezo, forced CTG to use its assets to make payments to the  
15 Mezzanine Lenders and to CIT Bank, N.A. pursuant to the loan agreements. Further, Blue Wolf  
16 Capital Partners told Mr. Phillips that CTG Advanced Materials would be formally merged and  
17 directed him to run CTG Advanced Materials as a division of CTG. *See* Ex. 3 (Phillips  
18 Complaint). The companies, along with BW Piezo, were then operated as a single enterprise by  
20 CTG's management.

21 38. From December 20, 2013 to December 31, 2015, CTG made regular payments to  
22 Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P. totaling \$1,959,987.31.  
23 From December 19, 2013 to February 18, 2016, CTG made regular payments to Avante  
24 Mezzanine Partners SBIC, LP and Avante Mezzanine Partners II, Inc. totaling \$1,957,300.44.

26 39. As detailed below, BW Piezo, CTG, and CTG Advanced Materials operated as  
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1 alter egos of each other. The three entities commingled funds and assets of the companies. Blue  
2 Wolf Capital Partners, acting through its executive management team and BW Piezo,  
3 indiscriminately directed CTG to transfer funds to pay for BW Piezo's and CTG Advanced  
4 Materials's liabilities, including payroll, professional services, and legal bills, and vice versa  
5 benefitting those entities, as well as Blue Wolf Capital Partners and its shell companies and the  
6 Mezzanine Lenders by virtue of their equity interest in BW Piezo. Further, Blue Wolf Capital  
7 Partners's shell companies used the same business locations and employees, shared the same  
8 control group, and shared corporate records. BW Piezo did not have an independent corporate  
9 existence and served only as a conduit for Blue Wolf Capital Partners to control CTG; BW Piezo  
10 had no separate employees or independent board members. BW Piezo did not even have a  
11 separate bank account. Moreover, CTG and CTG Advanced Materials were held out publicly to  
12 be the same entity, and even represented to the federal government that CTG had acquired H.C.  
13 Materials and was its successor legal entity. *See* Ex. 9 (Dorsey Whitney Letter).

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15 **D. CTG's Financial Struggles**

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17 40. These actions took their toll on CTG. Throughout 2014 and 2015, CTG struggled  
18 to balance its finances. The onerous loan payments and loan conditions took a toll on CTG, and  
19 coupled with CTG supporting BW Piezo and CTG Advanced Materials, CTG was unable to pay  
20 its debts as they came due. *See* Ex. 3 (Phillips Complaint).

21

22 41. In 2015, CTG's management discovered that CTG had material liabilities that  
23 threatened CTG's status as a going concern. CTG's management brought this to the attention of  
24 Blue Wolf Capital Partners and Adam Blumenthal. Realizing that CTG was insolvent and facing  
25 mounting debt, Blue Wolf Capital Partners and Adam Blumenthal undertook a plan to a plan to  
26 liquidate CTG's assets in a manner to maximize their own recovery in the event of likely  
27

1 bankruptcy.

2       42. In late 2015, Blue Wolf Capital Partners, realizing that it needed to create  
3 separation between BW Piezo, CTG, and CTG Advanced Materials prior to CTG's bankruptcy,  
4 decided to sell CTG Advanced Materials. Blue Wolf Capital Partners hired an investment bank  
5 to solicit offers for the sale of CTG Advanced Materials.

6       43. On or about January 2016, Blue Wolf Capital Partners removed Mr. Phillips from  
7 his position at CTG and replaced him with Christopher Holmes. CTG was not in the financial  
8 position to repurchase Mr. Phillips's ownership interests and needed to convince Mr. Phillips to  
9 maintain his equity position. To do so, Mr. Blumenthal falsely represented to Mr. Phillips that  
10 Blue Wolf was in the process of selling CTG Advanced Materials and misrepresented that the  
11 proceeds would go to CTG. *See* Ex. 3 (Phillips Complaint).

13 **E. CTG Was Habitually Cash-Strapped and Desperately in Need of Operating Capital**

14       44. As noted, prior to filing for bankruptcy, CTG was habitually cash-strapped and in  
15 desperate need of operating capital. Indeed, it was standard operating procedure for CTG to  
16 "string along" its vendors, because it simply did not have the funds to pay its debts. By way of  
17 just a few examples:

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- 19       • By October of 2015, BW Piezo board minutes indicate that CTG was in poor financial  
20 shape and was walking a "tightrope." *See* Ex. 10 (attachment to 2/5/16 email from L.  
21 Chen to K. Carrington). In fact, by this same time, BW Piezo was already  
22 contemplating the sale of CTG Advanced Materials and noting that it needed to focus  
23 on "how to improve cash flow to . . . direct capital to [Advanced Materials] . . . to  
24 improve the value before exit" at the expense of CTG. *See* Ex. 10 (attachment to 2/5/16  
25 email from L. Chen to K. Carrington).
- 26       • By January 2016, CTG was instructing CTG Advanced Materials that: "we do need  
27 you to stretch your payments out to suppliers as much as possible . . . [a]s you know  
28 we [*i.e.*, CTG] are managing our cash very tightly and will need [Advanced Materials]  
to slow down the outflows as well." *See* Ex. 11 (1/27/16 email from L. Chen to S.  
Hoyos). Because CTG Advanced Materials was dependent on CTG's support, Blue

1 Wolf Capital Partners made this request to delay CTG from running out of funds and  
2 being forced to file for bankruptcy prior to the sale of CTG Advanced Materials.

3

- 4 • Unsurprisingly, then, by January 2016, CTG was insolvent and not making timely  
5 payments to its vendors. Vendors were complaining to CTG of its late payments on  
6 invoiced billings and failure to honor extended payment plans. *See* Ex. 12 (1/22/16  
7 mail from L. Chen to J. Rumsey).
- 8 • By February 2016, CTG was lamenting its cash flow and insolvency, noting that  
9 forecasts “do [] not look good.” *See* Ex. 13 (2/9/16 email from S. Hoyos to L. Chen).
- 10 • Also, by February 2016, CTG Advanced Materials could not even make its payroll  
11 without borrowing funds from CTG. *See* Ex. 14 (2/17/16 email from C. Hanna to J.  
12 Hager).

13 45. CTG’s precarious financial position was apparently due to a variety of factors,

14 among them:

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- 16 • CTG’s assumption of CTG Advanced Material’s and other affiliates and subsidiaries’  
17 liabilities and use of CTG’s capital and assets to maintain CTG Advanced Material’s  
18 and other affiliates and subsidiaries’ businesses. *See* Ex. 17 (Presentation Structuring  
19 CTG Advanced Materials as Subsidiary of CTG).
- 20 • The sale of Electro-Optical Industries to “a foreign interest,” which CTG reported left  
21 the Department of State “appalled” and jeopardized CTG’s security accreditation. *See*  
22 Ex. 15 (6/24/16 email from C. Holmes to V. Caruso); Ex. 16 (6/20/16 email from C.  
23 Holmes to V. Caruso).

24

25 **F. Blue Wolf Capital Partners Liquidates CTG’s Assets and Prepares for Bankruptcy**  
26 **Filing**

27 46. On or about March 2016, Blue Wolf Capital Partners, through its executive  
28 management team and BW Piezo, sold CTG Advanced Materials for approximately \$73 million  
to CTS Corporation. *See* Ex. 18 (CTS Corporation Press Release). Instead of returning to CTG  
the proceeds from the sale of assets of CTG Advanced Materials, Blue Wolf Capital Partners,  
acting through BW Piezo, structured the transaction to have CTS Corporation transfer the  
proceeds to Blue Wolf Capital Partners and its shell companies, CIT Bank, N.A., the Mezzanine  
Lenders, Pengdi Han, and to Blue Wolf Capital Partners insiders as bonus payments. In fact,

1 because BW Piezo did not even have its own bank account, Blue Wolf Capital Partners directed  
2 CTS Corporation to transfer the proceeds from the sale of CTG Advanced Materials to Blue Wolf  
3 Capital Fund.

4 47. Subsequently, and with CTG Advanced Materials's assets liquidated and  
5 distributed amongst Blue Wolf Capital Partners, its insiders, and its lenders, Blue Wolf Capital  
6 Partners and Mr. Holmes began to position CTG to declare for bankruptcy. Blue Wolf was  
7 desperate to delay CTG's filing for bankruptcy protection for as long as possible to avoid the  
8 bankruptcy preference period and protect the validity of the transfers related to the CTG  
9 Advanced Materials sale. To accomplish this, Blue Wolf Capital Partners and Mr. Holmes  
10 directed CTG, in April 2016, to enter a prepetition lending agreement with Blue Wolf Capital  
11 Fund II, L.P., to provide a cash infusion in exchange for a security interest in CTG's assets. Next,  
12 in June 2016, Blue Wolf sealed CTG's fate by selling one of its most valuable subsidiaries,  
13 Electro-Optical Industries, at a cut-rate price in June 2016 to keep CTG from being forced to file  
14 bankruptcy for a couple more months.

15 48. With these actions in place, Blue Wolf Capital Partners directed CTG to file for  
16 bankruptcy in late 2016 to leave the other creditors of CTG "holding the bag" while Defendants  
17 enjoyed the millions in distributions from the sale of CTG Advanced Materials.

18 **V.**

19 **BLUE WOLF CAPITAL PARTNERS CONTROL AND DOMINATION**

20 49. The foregoing and following paragraphs are hereby incorporated by reference as if  
21 fully set forth herein are made by way of information and belief, which is expected to be borne  
22 out through discovery,

23 50. At all relevant times, Blue Wolf Capital Partners was operated by its Founder,  
24 Managing Partner, and Managing Principal, Adam Blumenthal, and its partners, including  
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1 Charles Miller, Haranjeet Narulla, and Michael Ranson.

2 51. Blue Wolf Capital Partners owns, dominates, and controls Blue Wolf Capital Fund  
3 II, L.P. The two entities shared the same managing partner: Adam Blumenthal. In addition, Blue  
4 Wolf Capital Partners insiders, including Blumenthal, Miller, Narulla, and Ranson serve as  
5 directors for Blue Wolf Capital Fund. Blue Wolf Capital Partners uses Blue Wolf Capital Fund  
6 as a mere liability shield for the operations of Blue Wolf Capital Partners, and all funds from it  
7 and its subsidiaries are siphoned up to Blue Wolf Capital Partners and its insiders. Blue Wolf  
8 Capital Fund does not have an independent office or independent employees.

9 52. Blue Wolf Capital Partners uses another shell company to manage Blue Wolf  
10 Capital Fund: Blue Wolf Capital Advisors. Blue Wolf Capital Advisors is owned and operated  
11 by the same group of Blue Wolf Capital Partners insiders, including Blumenthal, Miller, Narulla,  
12 and Ranson. Blue Wolf Capital Partners structured Blue Wolf Capital Advisors, LP as the  
13 general partner of Blue Wolf Capital Fund II, LP. Blue Wolf Capital Partners uses Blue Wolf  
14 Capital Advisors as a mere liability shield to manage Blue Wolf Capital Fund, and all funds from  
15 it and its subsidiaries are siphoned up to Blue Wolf Capital Partners and its insiders. Blue Wolf  
16 Capital Advisors does not have an independent office or independent employees.

17 53. Blue Wolf Capital Partners used Blue Wolf Capital Advisors to direct Blue Wolf  
18 Fund to establish BW Piezo to acquire CTG. BW Piezo is not an independent entity and is made  
19 up and controlled by the same Blue Wolf Capital Partners insiders, including its Founder and  
20 Managing Partner, Adam Blumenthal, and Charles P. Miller, Haranjeet Narulla, and Michael  
21 Ranson. BW Piezo is merely a façade for the operations of Blue Wolf Capital Partners and all  
22 funds from it and its subsidiaries are siphoned up to Blue Wolf Capital Partners and its insiders.  
23 Further, Blue Wolf Capital Partners, and its agents, operate BW Piezo as a mere division of Blue  
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1 Wolf Capital Partners and do not respect its distinct corporate form. BW Piezo does not have an  
2 independent office or independent employees.

3 54. BW Piezo, CTG, and CTG Advanced Materials were organized and operated as  
4 alter egos of each other. Although Blue Wolf identified CTG and CTG Advanced Materials as  
5 separate entities in organizational charts, in practice, there was no corporate separateness between  
6 the two (or BW Piezo). Blue Wolf Capital Partners—utilizing its “shell company” BW Piezo—  
7 routinely commingled funds and assets between the two to cover company liabilities. Among  
8 other things, under Blue Wolf Capital Partners’ direction and control of BW Piezo, CTG, and  
9 CTG Advanced Materials:

10

- 11 • CTG funds were used to pay for the liabilities and debts of CTG Advanced  
12 Materials and BW Piezo, including payroll. *See* Ex. 19 (1/26/16 email from L.  
13 Chen to C. Hanna); Ex. 20 (1/5/16 email from L. Chen to C. Hanna); Ex. 14  
(2/17/16 email from C. Hanna to J. Hager).
- 15 • CTG Advanced Materials funds were used to pay for the liabilities and debts of  
16 CTG, including accounts receivable. *See* Ex. 21 (12/2/15 email from L. Chen to  
C. Hanna).
- 17 • Accounting between the two companies was commingled. For example, CTG  
18 Advanced Materials’ revenues were accounted for as part of CTG’s overall  
19 revenues. *See* Ex. 22 (1/21/16 email from L. Chen to S. Hoyos).
- 20 • CTG funds were transferred to BW Piezo to pay out CTG Advanced Materials  
21 bonuses and legal expenses.
- 22 • CTG’s “cash flow” position was forecasted to include the “cash flow” position of  
23 CTG Advanced Materials.
- 24 • The liabilities of all BW Piezo subsidiaries were paid through CTG’s operating  
25 account, and BW Piezo did not have its own separate bank account. *See* Ex. 23  
(1/21/16 email from L. Chen to A. Ortega).

- 1 • CTG expenses were accrued between CTG and BW Piezo. *See* Ex. 24 (1/15/16  
email from L. Chen to C. Hanna).
- 2
- 3 • BW Piezo would pay for certain CTG-related expenses directly and then seek  
reimbursement from CTG. *See* Ex. 25 (2/2/16 email from L. Chen to D.  
Oldham).
- 4
- 5 • CTG incurred BW Piezo's legal, tax, and other service expenses. *See* Ex. 26  
(3/8/16 email from C. Hanna to A. Ortega).
- 6
- 7 • Legal expenses incurred in relation to CTG matters were charged to BW Piezo's  
general liabilities. *See* Ex. 27 (1/12/16 email from L. Chen to C. Hanna).
- 8
- 9 • BW Piezo did not have its own physical location and held board meetings at the  
offices of CTG. *See* Ex. 10 (attachment to 2/5/16 email from L. Chen to K.  
Carrington).
- 10
- 11 • CTG's corporate documents and communications with auditors represented CTG  
Advanced Materials as a "division" of CTG. *See* Ex. 28 (pdf attachment to  
12/26/15 email from L. Chen to D. Ligon); Ex. 29 (attachment to 1/19/16 email  
from L. Chen to J. Cherry).
- 12
- 13 • CTG Advanced Materials was represented in government submissions and public  
press releases as being a subsidiary of CTG. *See* Ex. 9 (Dorsey Whitney letter).
- 14
- 15

16 55. In addition, and in the alternative, Blue Wolf Capital Partners, through its shell  
17 companies and executive management team, formed, organized, and operated BW Piezo, CTG,  
18 and CTG Advanced Materials to evade government regulation, legal obligations, and debt  
19 obligations, including national security related regulations and bankruptcy laws.

20 56. In addition, and in the alternative, the Blue Wolf Entities allowed the entities to  
21 operate with inadequate capital for the type of business they were conducting, siphoning CTG's  
22 assets and capital to repay Blue Wolf Capital Partners and make distributions to themselves.

23 57. In addition, and in the alternative, Blue Wolf Capital Partners operated BW Piezo,  
24 CTG, and CTG Advanced Materials as part of a single business enterprise for the reasons stated

1 herein.  
2

3 **VI.**

4 **CTG'S CREDITORS LEFT WITH INEQUITABLE RESULT**

5 58. Blue Wolf Capital Partners's abuse of the corporate form is inequitable because  
6 Blue Wolf Capital Partners, Blue Wolf Capital Fund, Blue Wolf Capital Advisors, BW Piezo,  
7 and CTG Advanced Materials reaped the benefits of holding out and treating CTG and CTG  
8 Advanced Materials as the same entity but left CTG's creditors to pay for that arrangement.

9 59. Blue Wolf Capital Partners, and its principals, including Blumenthal, Miller,  
10 Narulla, and Ranson, completely dominated and controlled Blue Wolf Capital Fund, Blue Wolf  
11 Capital Advisors, and BW Piezo. Through these entities, Blue Wolf Capital Partners dominated  
12 and controlled CTG and CTG Advanced Materials.

13 60. Blue Wolf Capital Partners controlled CTG's management and board of directors  
14 and directed CTG in every major decision, including whether to acquire companies or make  
15 payments to vendors. Blue Wolf Capital Partners frequently exercised its power to remove and  
16 replace CTG's managers and appointed its own principals, including Charles Miller, Vic Caruso,  
17 and other Blue Wolf Capital Partners's partners and employees.

18 61. Blue Wolf Capital Partners forced CTG to enter into and secure oppressive loan  
19 agreements for the sole benefit of BW Piezo and itself, forced CTG to make payments on these  
20 loans that did not benefit CTG, forced CTG to pass on corporate opportunities, such as the  
21 acquisition of HC Materials's assets directly, and forced CTG to pay for CTG Advanced  
22 Materials's and BW Piezo's liabilities and debts—all without CTG receiving any reasonably  
23 equivalent value. These actions were not in the best interest of CTG, limited CTG's growth, and  
24 depleted the assets available to satisfy CTG's debts. Conversely, these actions enriched BW  
25 Piezo and CTG Advanced Materials as they did not have to expend their own resources and  
26  
27  
28

benefitted from the allocation of assets.

62. Moreover, because Blue Wolf Capital Partners made repeated public and private declarations that Blue Wolf Capital Partners controlled CTG and that CTG owned CTG Advanced Material, CTG's creditors relied on these declarations to their detriment. In sum, Blue Wolf Capital Partners received the benefits resulting from perceived and implied increased creditworthiness while purporting to insulate itself from having to satisfy those creditors' debts.

## VI. CAUSES OF ACTION

#### **A. Avoidance of Actual Fraudulent Transfers Under 11 U.S.C. §§ 548(a)(1)(A) and 550(a)**

*(Defendants Blue Wolf Capital Partners, Blue Wolf Capital Fund, Blue Wolf Capital Advisors, and BW Piezo)*

(*Avoidance of Transfers to Defendants Gladstone Investment Corporation, the Mezzanine Lenders, Pengdi Han, DHAN, LLC, CTS Corporation, CTG Advanced Materials, LLC*)

63. The foregoing and following paragraphs are hereby incorporated by reference as if fully set forth herein.

64. The proceeds from the sale of CTG Advanced Materials belonged to CTG. Blue Wolf Capital Partners, through its shell companies and BW Piezo, forced CTG to transfer the sale proceeds to Blue Wolf Capital Partners and its creditors. The following transfers with property of CTG:

65. In March 2016, CTG transferred \$7,264,770.39 to Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P. The transfer was made to Fidus Investment Corporation's bank account; however, a "For Further Credit" designation was included to route the transfer to Fidus Mezzanine Capital II, L.P. The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement. In addition, the transfer was made for the benefit of Gladstone

1 Investment Corporation and the Mezzanine Lenders because they owned equity in BW Piezo and  
2 CTG Advanced Materials. CTG made this transfer to terminate its loan agreement and allow the  
3 liquidation of CTG Advanced Materials's assets to be siphoned to Blue Wolf Capital Advisors  
4 through BW Piezo and away from CTG's creditors.

5 66. Plaintiff's research and receipt of public records do not reflect any perfected lien  
6 by the Mezzanine Lenders as to CTG. Therefore, at best, they would be another unsecured  
7 creditor of CTG and should have shared loan repayments with CTG's other unsecured creditors.  
8

9 67. In March 2016, CTG transferred \$7,263,263.90 to Avante Mezzanine Partners  
10 SBIC, LP. The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and  
11 CTG Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement.  
12 In addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
13 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials. CTG  
14 made this transfer to terminate its loan agreement and allow the liquidation of CTG Advanced  
15 Materials's assets to be siphoned to Blue Wolf Capital Advisors through BW Piezo and away  
16 from CTG's creditors.  
17

18 68. In March 2016, CTG transferred \$1,340.39 to Avante Mezzanine Partners II, Inc.  
19 The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
20 Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement. In  
21 addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
22 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials. CTG  
23 made this transfer to terminate its loan agreement and allow the liquidation of CTG Advanced  
24 Materials's assets to be siphoned to Blue Wolf Capital Advisors through BW Piezo and away  
25 from CTG's creditors.  
26  
27  
28

1       69. In March 2016, CTG transferred \$1,515,005.70 to CTG Advanced Materials. The  
2 transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, Gladstone Investment  
3 Corporation, Pengdi Han, DHAN, LLC, and the Mezzanine Lenders because they owned equity  
4 in CTG Advanced Materials. In addition, the transfer was made for the benefit of CTS  
5 Corporation.

6       70. In March 2016, CTG transferred \$26,000.00 to DHAN, LLC. The transfer was  
7 made to DHAN, LLC's bank account; however, upon information and belief, Pengdi Han  
8 controls that bank account. Alternatively, the transfer was made for the benefit of Pengdi Han,  
9 as he is the principal of DHAN, LLC.

10      71. In March 2016, CTG transferred \$16,612,424.11 to Blue Wolf Capital Fund. The  
11 transfer was made for the benefit of BW Piezo. The transfer was also made for the benefit of  
12 Blue Wolf Capital Partners, Gladstone Investment Corporation, Pengdi Han, DHAN, LLC, and  
13 the Mezzanine Lenders because they owned equity in BW Piezo. CTG made this transfer to  
14 siphon the proceeds of the CTG Advanced Materials sale to Blue Wolf Capital Advisors through  
15 BW Piezo and away from CTG's creditors.

16      72. In March 2016, CTG transferred \$1,052,250 to PNC Bank, N.A. PNC Bank, N.A.  
17 was the escrow agent working with BW Piezo and CTS Corporation. The transfer was made for  
18 the benefit of BW Piezo. The transfer was also made for the benefit of Blue Wolf Capital  
19 Partners, Gladstone Investment Corporation, Pengdi Han, DHAN, LLC, and the Mezzanine  
20 Lenders because they owned equity in BW Piezo.

21      73. Additionally, and in the alternative, CTG, through its alter ego BW Piezo, made  
22 the following transfers with CTG's property:

1       74. In March 2016, CTG transferred \$2,303,366.24 to DHAN, LLC. The transfer was  
2 made to DHAN, LLC's bank account; however, upon information and belief, Pengdi Han  
3 controls that bank account. Alternatively, the transfer was made for the benefit of Pengdi Han,  
4 as the principal of DHAN, LLC.

5       75. In March 2016, CTG transferred \$633,872 to Blue Wolf Capital Partners, LLC.

6       76. In March 2016, CTG transferred \$752,245.09 to Gladstone Investment  
7 Corporation.

8       77. In March 2016, CTG transferred \$1,340.39 to Avante Mezzanine Partners II, Inc.  
9 The transfer was also made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
10 Advanced Materials to resolve their liabilities and obligations pursuant to an investment  
11 agreement. In addition, the transfer was made for the benefit of Gladstone Investment  
12 Corporation and the Mezzanine Lenders because they owned equity in BW Piezo and CTG  
13 Advanced Materials. CTG made this transfer to terminate its loan agreement and allow the  
14 liquidation of CTG Advanced Materials's assets to be siphoned to Blue Wolf Capital Advisors  
15 through BW Piezo and away from CTG's creditors.

16       78. In March 2016, CTG transferred \$199,861.70 to Fidus Investment Corporation and  
17 Fidus Mezzanine Capital II, L.P. The transfer was made to Fidus Investment Corporation's bank  
18 account; however, a "For Further Credit" designation was included to route the transfer to Fidus  
19 Mezzanine Capital II, L.P. The transfer was also made for the benefit of Blue Wolf Capital  
20 Partners, BW Piezo, and CTG Advanced Materials to resolve their liabilities and obligations  
21 pursuant to an investment agreement. In addition, the transfer was made for the benefit of  
22 Gladstone Investment Corporation and the Mezzanine Lenders because they owned equity in BW  
23 Piezo and CTG Advanced Materials. CTG made this transfer to terminate its investment  
24  
25  
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28

1 agreement and allow the liquidation of CTG Advanced Materials's assets to be siphoned to Blue  
2 Wolf Capital Advisors through BW Piezo and away from CTG's creditors.

3 79. In March 2016, CTG transferred \$199,861.70 to Avante Mezzanine Partners SBIC,  
4 L.P. The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
5 Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement. In  
6 addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
7 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials. CTG  
8 made this transfer to terminate its investment agreement and allow the liquidation of CTG  
9 Advanced Materials's assets to be siphoned to Blue Wolf Capital Advisors through BW Piezo  
10 and away from CTG's creditors.

12 80. Blue Wolf Capital Partners, through its shell companies, and its principals,  
13 including Blumenthal, Miller, and Narulla, nevertheless transferred the above-listed property to  
14 insiders of CTG.

15 81. Through CTG's alter egos BW Piezo and CTG Advanced Materials, Blue Wolf  
16 Capital Partners maintained control of a significant amount of the proceeds from the sale of  
17 CTG's property.

19 82. Details of the transfer of CTG's property were not fully disclosed and remained  
20 concealed. In fact, under Blue Wolf Capital Partners' control and Charles Miller acting as CTG's  
21 manager, CTG continued to list CTG Advanced Materials as an entity that CTG owned or  
22 controlled:  
23  
24  
25  
26  
27  
28

1 **Part 13: Details About the Debtor's Business or Connections to Any Business**

2 **25. Other businesses in which the debtor has or has had an interest**

3 List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case.  
4 Include this information even if already listed in the Schedules.

5  None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. CTG Advanced Materials 479 Quadrangle Drive Bolingbrook, IL 60440	Ceramics production	Dates business existed EIN: 46-3678014 From-To 10/11/2013 to 3/11/2016

6 Submission of Statement of Financial Affairs, *In re Channel Technologies Group, LLC*, 9:16-  
7 BK-11912-PC, ECF No. 114 (Bankr. N.D. Cal., Nov. 16, 2016). Moreover, Blue Wolf Capital  
8 Partners, through its shell companies, principals, and BW Piezo, made, and forced CTG, to  
9 represent to the public, CTG's creditors, and to the federal government that CTG owned CTG  
10 Advanced Materials.

11 83. The transfer of the sales proceeds amounted to substantially all CTG's remaining  
12 assets. This is a result of Blue Wolf Capital Partners, through its shell companies, including BW  
13 Piezo, forcing CTG to guaranty loans, make payments on loans, and pay liabilities and debts for  
14 BW Piezo and CTG Advanced Materials.

15 84. CTG did not receive any reasonably equivalent value for the above-listed transfers.

16 85. Blue Wolf Capital Partners, through its shell companies and BW Piezo, and thus  
17 ultimately through CTG, made the transfers and incurred the obligations specified above with the  
18 actual intent to hinder, delay, and defraud CTG's creditors. Blue Wolf Capital Partners  
19 transferred the sale proceeds, Blue Wolf Capital Partners protected the proceeds from the sale  
20 from becoming part of the bankruptcy estate. By causing such transfers to be made, the Blue  
21 Wolf Entities hoped to distribute to themselves or for their benefit all of the proceeds from the  
22 sale of CTG Advanced Materials.

23 86. At the time the transfers and obligations incurred were made, or entered into, Blue  
24

1 Wolf Capital Partners understood that causing those transfers and incurring those obligations  
2 would inevitably harm CTG's creditors. Blue Wolf Capital Partners knew CTG would be left  
3 insolvent and the transfers would reduce the amount of funds available to repay creditors. Blue  
4 Wolf Capital Partners, through its domination and control of CTG, knew the true financial straits  
5 CTG was in (*see, e.g.* ¶¶ 44–45; Exs. 10–15). Despite this indisputable knowledge, Blue Wolf  
6 Capital Partners, by and through its principals, including Blumenthal, Miller, Narulla, and  
7 Ranson, as well as BW Piezo, directed CTG to make these transfers for their own benefit and for  
8 CTG Advanced Materials's benefit. By doing so, and with the full knowledge that CTG did not  
9 have sufficient cash to cover all debts, Blue Wolf Capital Advisors forced CTG to intentionally  
10 short-change other creditors, including the unsecured creditors identified in **Schedule A**. This  
11 pattern and practice of denuding CTG of funds to pay themselves and the identified transferees  
12 lead directly and proximately to the CTG bankruptcy.

14 87. Blue Wolf Capital Partners, through its shell companies, its principals, and BW  
15 Piezo, controlled and dominated CTG. Blue Wolf Capital Partners controlled the transfer of  
16 funds, the ability for CTG to incur obligations, and the ability to direct those purchasing CTG's  
17 assets to transfer the proceeds from their sale.

19 88. Plaintiff may avoid each of the transfers and obligations under 11 U.S.C. §§  
20 548(a)(1)(A) and 550.

1                   **B. Avoidance of Constructive Fraudulent Transfers Under 11 U.S.C. § 548(a)(1)(B)**

2                   *(Defendants Blue Wolf Capital Partners, Blue Wolf Capital Fund, Blue Wolf Capital Advisors,  
and BW Piezo)*

3                   *(Avoidance of Transfers to Defendants Gladstone Investment Corporation, the Mezzanine  
Lenders, Pengdi Han, DHAN, LLC, CTS Corporation, CTG Advanced Materials, LLC)*

4                   89. The foregoing and following paragraphs are hereby incorporated by reference as if  
5                   fully set forth herein

6                   90. The proceeds from the sale of CTG Advanced Materials belonged to CTG. Blue  
7                   Wolf Capital Partners, through its shell companies and BW Piezo, forced CTG to transfer the  
8                   sale proceeds to Blue Wolf Capital Partners and its creditors. Upon information and belief, the  
9                   following transfers with property of CTG:

10                  91. In March 2016, CTG transferred \$7,264,770.39 to Fidus Investment Corporation  
11                  and Fidus Mezzanine Capital II, L.P. The transfer was made to Fidus Investment Corporation's  
12                  bank account; however, a "For Further Credit" designation was included to route the transfer to  
13                  Fidus Mezzanine Capital II, L.P. The transfer was made for the benefit of Blue Wolf Capital  
14                  Partners, BW Piezo, and CTG Advanced Materials to resolve their liabilities and obligations  
15                  pursuant to a loan agreement. In addition, the transfer was made for the benefit of Gladstone  
16                  Investment Corporation and the Mezzanine Lenders because they owned equity in BW Piezo and  
17                  CTG Advanced Materials.

18                  92. In March 2016, CTG transferred \$7,263,263.90 to Avante Mezzanine Partners  
19                  SBIC, LP. The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and  
20                  CTG Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement.  
21                  In addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
22                  Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials.

1           93. In March 2016, CTG transferred \$1,340.39 to Avante Mezzanine Partners II, Inc.  
2 The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
3 Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement. In  
4 addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
5 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials.

6           94. In March 2016, CTG transferred \$1,515,005.70 to CTG Advanced Materials. The  
7 transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, Gladstone Investment  
8 Corporation, Pengdi Han, DHAN, LLC, and the Mezzanine Lenders because they owned equity  
9 in CTG Advanced Materials. In addition, the transfer was made for the benefit of CTS  
10 Corporation.

12           95. In March 2016, CTG transferred \$26,000.00 to DHAN, LLC. The transfer was  
13 made to DHAN, LLC's bank account; however, upon information and belief, Pengdi Han  
14 controls that bank account. Alternatively, the transfer was made for the benefit of Pengdi Han.

16           96. In March 2016, CTG transferred \$16,612,424.11 to Blue Wolf Capital Fund. The  
17 transfer was made to Blue Wolf Capital Fund because BW Piezo does not have an independent  
18 bank account. The transfer was made for the benefit of BW Piezo. The transfer was also made  
19 for the benefit of Blue Wolf Capital Partners, Gladstone Investment Corporation, Pengdi Han,  
20 DHAN, LLC, and the Mezzanine Lenders because they owned equity in BW Piezo.

21           97. In March 2016, CTG transferred \$1,052,250 to PNC Bank, N.A. PNC Bank, N.A.  
22 was the escrow agent working with BW Piezo and CTS Corporation. The transfer was made for  
23 the benefit of BW Piezo. The transfer was also made for the benefit of Blue Wolf Capital  
24 Partners, Gladstone Investment Corporation, Pengdi Han, DHAN, LLC, and the Mezzanine  
25 Lenders because they owned equity in BW Piezo.

1           98. Additionally, and in the alternative, CTG, through its alter ego BW Piezo, made  
2 the following transfers with CTG's property:

3           99. In March 2016, CTG transferred \$2,303,366.24 to DHAN, LLC. The transfer was  
4 made to DHAN, LLC's bank account; however, upon information and belief, Pengdi Han  
5 controls that bank account. Alternatively, the transfer was made for the benefit of Pengdi Han.

6           100. In March 2016, CTG transferred \$633,872 to Blue Wolf Capital Partners, LLC.

7           101. In March 2016, CTG transferred \$752,245.09 to Gladstone Investment  
8 Corporation.

9           102. In March 2016, CTG transferred \$1,340.39 to Avante Mezzanine Partners II, Inc.  
10 The transfer was also made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
11 Advanced Materials to resolve their liabilities and obligations pursuant to an investment  
12 agreement. In addition, the transfer was made for the benefit of Gladstone Investment  
13 Corporation and the Mezzanine Lenders because they owned equity in BW Piezo and CTG  
14 Advanced Materials.

15           103. In March 2016, CTG transferred \$199,861.70 to Fidus Investment Corporation and  
16 Fidus Mezzanine Capital II, L.P. The transfer was made to Fidus Investment Corporation's bank  
17 account; however, a "For Further Credit" designation was included to route the transfer to Fidus  
18 Mezzanine Capital II, L.P. The transfer was also made for the benefit of Blue Wolf Capital  
19 Partners, BW Piezo, and CTG Advanced Materials to resolve their liabilities and obligations  
20 pursuant to an investment agreement. In addition, the transfer was made for the benefit of  
21 Gladstone Investment Corporation and the Mezzanine Lenders because they owned equity in BW  
22 Piezo and CTG Advanced Materials.

1           104. In March 2016, CTG transferred \$199,861.70 to Avante Mezzanine Partners SBIC,  
2 L.P. The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
3 Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement. In  
4 addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
5 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials.

6           105. CTG did not receive reasonably equivalent value in exchange for the property  
7 transferred.

8           106. Because of the transfers and obligations, CTG became insolvent and  
9 undercapitalized. CTG was unable to pay its debts to its creditors and ultimately had to file for  
10 bankruptcy.

12           107. Additionally, and in the alternative, Blue Wolf Capital Partners intended and knew  
13 that the obligations CTG incurred were beyond its ability to pay as the debts matured. *See, e.g.*  
14 ¶¶ 44–45; Exs. 10–15.

15           108. Blue Wolf Capital Partners, through its shell companies, its principals, and BW  
16 Piezo, controlled and dominated CTG. Blue Wolf Capital Partners controlled the transfer of  
17 funds, the ability for CTG to incur obligations, and the ability to direct those purchasing CTG's  
18 assets to transfer the proceeds from their sale.

20           109. The Liquidating Trustee has standing to assert this claim because the creditors  
21 listed on **Schedule A** have allowable unsecured claims, pursuant to 11 U.S.C. § 544(b)(1), under  
22 California and federal law against CTG.

24           110. Plaintiff may avoid each of the transfers and obligations under 11 U.S.C. §  
25 548(a)(1)(B).

1           **C. Violation of California Uniform Fraudulent Transfer Act (Actual Fraud)**

2           *(Defendants Blue Wolf Capital Partners, Blue Wolf Capital Fund, Blue Wolf Capital Advisors,  
and BW Piezo)*

3           *(Avoidance of Transfers to Defendants Gladstone Investment Corporation, the Mezzanine  
Lenders, Pengdi Han, DHAN, LLC, CTS Corporation, CTG Advanced Materials, LLC)*

4           111. The foregoing and following paragraphs are hereby incorporated by reference as if  
5           fully set forth herein.

6           112. The proceeds from the sale of CTG Advanced Materials belonged to CTG. Blue  
7           Wolf Capital Partners, through its shell companies and BW Piezo, forced CTG to transfer the  
8           sale proceeds to Blue Wolf Capital Partners and its creditors. The following transfers with  
9           property of CTG:

10           113. In March 2016, CTG transferred \$7,264,770.39 to Fidus Investment Corporation  
11           and Fidus Mezzanine Capital II, L.P. The transfer was made to Fidus Investment Corporation's  
12           bank account; however, a "For Further Credit" designation was included to route the transfer to  
13           Fidus Mezzanine Capital II, L.P. The transfer was made for the benefit of Blue Wolf Capital  
14           Partners, BW Piezo, and CTG Advanced Materials to resolve their liabilities and obligations  
15           pursuant to a loan agreement. In addition, the transfer was made for the benefit of Gladstone  
16           Investment Corporation and the Mezzanine Lenders because they owned equity in BW Piezo and  
17           CTG Advanced Materials. CTG made this transfer to terminate its loan agreement and allow the  
18           liquidation of CTG Advanced Materials's assets to be siphoned to Blue Wolf Capital Advisors  
19           through BW Piezo and away from CTG's creditors.

20           114. Plaintiff's research and receipt of public records do not reflect any perfected lien  
21           by the Mezzanine Lenders on CTG's assets. Therefore, at best, they would be another unsecured  
22           creditor of CTG and should have shared loan repayments with the other unsecured creditors.

1 115. In March 2016, CTG transferred \$7,263,263.90 to Avante Mezzanine Partners  
2 SBIC, LP. The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and  
3 CTG Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement.  
4 In addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
5 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials. CTG  
6 made this transfer to terminate its loan agreement and allow the liquidation of CTG Advanced  
7 Materials's assets to be siphoned to Blue Wolf Capital Advisors through BW Piezo and away  
8 from CTG's creditors.  
9

10 116. In March 2016, CTG transferred \$1,340.39 to Avante Mezzanine Partners II, Inc.  
11 The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
12 Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement. In  
13 addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
14 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials. CTG  
15 made this transfer to terminate its loan agreement and allow the liquidation of CTG Advanced  
16 Materials's assets to be siphoned to Blue Wolf Capital Advisors through BW Piezo and away  
17 from CTG's creditors.  
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19 117. In March 2016, CTG transferred \$1,515,005.70 to CTG Advanced Materials. The  
20 transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, Gladstone Investment  
21 Corporation, Pengdi Han, DHAN, LLC, and the Mezzanine Lenders because they owned equity  
22 in CTG Advanced Materials. In addition, the transfer was made for the benefit of CTS  
23 Corporation.  
24

25 118. In March 2016, CTG transferred \$26,000.00 to DHAN, LLC. The transfer was  
26 made to DHAN, LLC's bank account; however, upon information and belief, Pengdi Han  
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1 controls that bank account. Alternatively, the transfer was made for the benefit of Pengdi Han,  
2 as he is the principal of DHAN, LLC.

3 119. In March 2016, CTG transferred \$16,612,424.11 to Blue Wolf Capital Fund. The  
4 transfer was made for the benefit of BW Piezo. The transfer was also made for the benefit of  
5 Blue Wolf Capital Partners, Gladstone Investment Corporation, Pengdi Han, DHAN, LLC, and  
6 the Mezzanine Lenders because they owned equity in BW Piezo. CTG made this transfer to  
7 siphon the proceeds of the CTG Advanced Materials sale to Blue Wolf Capital Advisors through  
8 BW Piezo and away from CTG's creditors.  
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10 120. In March 2016, CTG transferred \$1,052,250 to PNC Bank, N.A. PNC Bank, N.A.  
11 was the escrow agent working with BW Piezo and CTS Corporation. The transfer was made for  
12 the benefit of BW Piezo. The transfer was also made for the benefit of Blue Wolf Capital  
13 Partners, Gladstone Investment Corporation, Pengdi Han, DHAN, LLC, and the Mezzanine  
14 Lenders because they owned equity in BW Piezo.  
15

16 121. Additionally, and in the alternative, CTG, through its alter ego BW Piezo, made  
17 the following transfers with CTG's property:  
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19 122. In March 2016, CTG transferred \$2,303,366.24 to DHAN, LLC. The transfer was  
20 made to DHAN, LLC's bank account; however, upon information and belief, Pengdi Han  
21 controls that bank account. Alternatively, the transfer was made for the benefit of Pengdi Han,  
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123. In March 2016, CTG transferred \$633,872 to Blue Wolf Capital Partners, LLC.  
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25 Corporation.  
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28

1           125. In March 2016, CTG transferred \$1,340.39 to Avante Mezzanine Partners II, Inc.  
2           The transfer was also made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
3           Advanced Materials to resolve their liabilities and obligations pursuant to an investment  
4           agreement. In addition, the transfer was made for the benefit of Gladstone Investment  
5           Corporation and the Mezzanine Lenders because they owned equity in BW Piezo and CTG  
6           Advanced Materials. CTG made this transfer to terminate its loan agreement and allow the  
7           liquidation of CTG Advanced Materials's assets to be siphoned to Blue Wolf Capital Advisors  
8           through BW Piezo and away from CTG's creditors.  
9

10           126. In March 2016, CTG transferred \$199,861.70 to Fidus Investment Corporation and  
11           Fidus Mezzanine Capital II, L.P. The transfer was made to Fidus Investment Corporation's bank  
12           account; however, a "For Further Credit" designation was included to route the transfer to Fidus  
13           Mezzanine Capital II, L.P. The transfer was also made for the benefit of Blue Wolf Capital  
14           Partners, BW Piezo, and CTG Advanced Materials to resolve their liabilities and obligations  
15           pursuant to an investment agreement. In addition, the transfer was made for the benefit of  
16           Gladstone Investment Corporation and the Mezzanine Lenders because they owned equity in BW  
17           Piezo and CTG Advanced Materials. CTG made this transfer to terminate its investment  
18           agreement and allow the liquidation of CTG Advanced Materials's assets to be siphoned to Blue  
19           Wolf Capital Advisors through BW Piezo and away from CTG's creditors.  
20

21           127. In March 2016, CTG transferred \$199,861.70 to Avante Mezzanine Partners SBIC,  
22           L.P. The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
23           Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement. In  
24           addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
25           Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials. CTG  
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1 made this transfer to terminate its investment agreement and allow the liquidation of CTG  
2 Advanced Materials's assets to be siphoned to Blue Wolf Capital Advisors through BW Piezo  
3 and away from CTG's creditors.

4 128. Blue Wolf Capital Partners, through its shell companies, and its principals,  
5 including Blumenthal, Miller, and Narulla, nevertheless transferred the above-listed property to  
6 insiders of CTG.

7 129. Through CTG's alter egos BW Piezo and CTG Advanced Materials, Blue Wolf  
8 Capital Partners maintained control of a significant amount of the proceeds from the sale of  
9 CTG's property.

10 130. Details of the transfer of CTG's property were not fully disclosed and remained  
11 concealed. In fact, under Blue Wolf Capital Partners' control and Charles Miller acting as CTG's  
12 manager, CTG continued to list CTG Advanced Materials as an entity that CTG owned or  
13 controlled:  
14

15 **Part 13: Details About the Debtor's Business or Connections to Any Business**

16 25. Other businesses in which the debtor has or has had an interest

17 List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case.  
Include this information even if already listed in the Schedules.

18  None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. CTG Advanced Materials 479 Quadrangle Drive Bolingbrook, IL 60440	Ceramics production	Dates business existed EIN: 46-3678014 From-To 10/11/2013 to 3/11/2016

21 Submission of Statement of Financial Affairs, *In re Channel Technologies Group, LLC*, 9:16-  
22 BK-11912-PC, ECF No. 114 (Bankr. N.D. Cal., Nov. 16, 2016). Moreover, Blue Wolf Capital  
23 Partners, through its shell companies, principals, and BW Piezo, made, and forced CTG, to  
24 represent to the public, CTG's creditors, and to the federal government that CTG owned CTG  
25 Advanced Materials.  
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1           131. The transfer of the sales proceeds amounted to substantially all CTG's remaining  
2 assets. This is a result of Blue Wolf Capital Partners, through its shell companies, including BW  
3 Piezo, forcing CTG to guaranty loans, make payments on loans, and pay liabilities and debts for  
4 BW Piezo and CTG Advanced Materials.

5           132. CTG did not receive any reasonably equivalent value for the above-listed transfers.

6           133. Blue Wolf Capital Partners, through its shell companies and BW Piezo, and thus  
7 ultimately through CTG, made the transfers and incurred the obligations specified above with the  
8 actual intent to hinder, delay, and defraud CTG's creditors. Blue Wolf Capital Partners  
9 transferred the sale proceeds, Blue Wolf Capital Partners protected the proceeds from the sale  
10 from becoming part of the bankruptcy estate. By causing such transfers to be made, the Blue  
11 Wolf Entities hoped to distribute to themselves or for their benefit all of the proceeds from the  
12 sale of CTG Advanced Materials.

13           134. At the time the transfers and obligations incurred were made, or entered into, Blue  
14 Wolf Capital Partners understood that causing those transfers and incurring those obligations  
15 would inevitably harm CTG's creditors. Blue Wolf Capital Partners knew CTG would be left  
16 insolvent and the transfers would reduce the amount of funds available to repay creditors. Blue  
17 Wolf Capital Partners, through its domination and control of CTG, knew the true financial straits  
18 CTG was in (*see, e.g.* ¶¶ 44–45; Exs. 10–15). Despite this indisputable knowledge, Blue Wolf  
19 Capital Partners, by and through its principals, including Blumenthal, Miller, Narulla, and  
20 Ranson, as well as BW Piezo, directed CTG to make these transfers for their own benefit and for  
21 CTG Advanced Materials's benefit. By doing so, and with the full knowledge that CTG did not  
22 have sufficient cash to cover all debts, Blue Wolf Capital Advisors forced CTG to intentionally  
23 short-change other creditors, including the unsecured creditors identified in **Schedule A**. This  
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1 pattern and practice of denuding CTG of funds to pay themselves and the identified transferees  
2 lead directly and proximately to the CTG bankruptcy.

3 135. Blue Wolf Capital Partners, through its shell companies, its principals, and BW  
4 Piezo, controlled and dominated CTG. Blue Wolf Capital Partners controlled the transfer of  
5 funds, the ability for CTG to incur obligations, and the ability to direct those purchasing CTG's  
6 assets to transfer the proceeds from their sale.

7 **D. Violation of California Uniform Fraudulent Transfer Act (Constructive Fraud)**

8 *(Defendants Blue Wolf Capital Partners, Blue Wolf Capital Fund, Blue Wolf Capital Advisors,  
9 and BW Piezo)*

10 *(Avoidance of Transfers to Defendants Gladstone Investment Corporation, the Mezzanine  
Lenders, Pengdi Han, DHAN, LLC, CTS Corporation, CTG Advanced Materials, LLC)*

11 136. The foregoing and following paragraphs are hereby incorporated by reference as if  
12 fully set forth herein

13 137. The proceeds from the sale of CTG Advanced Materials belonged to CTG. Blue  
14 Wolf Capital Partners, through its shell companies and BW Piezo, forced CTG to transfer the  
15 sale proceeds to Blue Wolf Capital Partners and its creditors. Upon information and belief, the  
16 following transfers with property of CTG:

17 138. In March 2016, CTG transferred \$7,264,770.39 to Fidus Investment Corporation  
18 and Fidus Mezzanine Capital II, L.P. The transfer was made to Fidus Investment Corporation's  
19 bank account; however, a "For Further Credit" designation was included to route the transfer to  
20 Fidus Mezzanine Capital II, L.P. The transfer was made for the benefit of Blue Wolf Capital  
21 Partners, BW Piezo, and CTG Advanced Materials to resolve their liabilities and obligations  
22 pursuant to a loan agreement. In addition, the transfer was made for the benefit of Gladstone  
23 Investment Corporation and the Mezzanine Lenders because they owned equity in BW Piezo and  
24 CTG Advanced Materials.

1           139. In March 2016, CTG transferred \$7,263,263.90 to Avante Mezzanine Partners  
2 SBIC, LP. The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and  
3 CTG Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement.  
4 In addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
5 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials.  
6

7           140. In March 2016, CTG transferred \$1,340.39 to Avante Mezzanine Partners II, Inc.  
8 The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
9 Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement. In  
10 addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
11 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials.  
12

13           141. In March 2016, CTG transferred \$1,515,005.70 to CTG Advanced Materials. The  
14 transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, Gladstone Investment  
15 Corporation, Pengdi Han, DHAN, LLC, and the Mezzanine Lenders because they owned equity  
16 in CTG Advanced Materials. In addition, the transfer was made for the benefit of CTS  
17 Corporation.  
18

19           142. In March 2016, CTG transferred \$26,000.00 to DHAN, LLC. The transfer was  
20 made to DHAN, LLC's bank account; however, upon information and belief, Pengdi Han  
21 controls that bank account. Alternatively, the transfer was made for the benefit of Pengdi Han.  
22

23           143. In March 2016, CTG transferred \$16,612,424.11 to Blue Wolf Capital Fund. The  
24 transfer was made to Blue Wolf Capital Fund because BW Piezo does not have an independent  
25 bank account. The transfer was made for the benefit of BW Piezo. The transfer was also made  
26 for the benefit of Blue Wolf Capital Partners, Gladstone Investment Corporation, Pengdi Han,  
27 DHAN, LLC, and the Mezzanine Lenders because they owned equity in BW Piezo.  
28

1           144. In March 2016, CTG transferred \$1,052,250 to PNC Bank, N.A. PNC Bank, N.A.  
2           was the escrow agent working with BW Piezo and CTS Corporation. The transfer was made for  
3           the benefit of BW Piezo. The transfer was also made for the benefit of Blue Wolf Capital  
4           Partners, Gladstone Investment Corporation, Pengdi Han, DHAN, LLC, and the Mezzanine  
5           Lenders because they owned equity in BW Piezo.

6           145. Additionally, and in the alternative, CTG, through its alter ego BW Piezo, made  
7           the following transfers with CTG's property:

9           146. In March 2016, CTG transferred \$2,303,366.24 to DHAN, LLC. The transfer was  
10          made to DHAN, LLC's bank account; however, upon information and belief, Pengdi Han  
11          controls that bank account. Alternatively, the transfer was made for the benefit of Pengdi Han.

12          147. In March 2016, CTG transferred \$633,872 to Blue Wolf Capital Partners, LLC.

13          148. In March 2016, CTG transferred \$752,245.09 to Gladstone Investment  
14          Corporation.

15          149. In March 2016, CTG transferred \$1,340.39 to Avante Mezzanine Partners II, Inc.  
16          The transfer was also made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
17          Advanced Materials to resolve their liabilities and obligations pursuant to an investment  
18          agreement. In addition, the transfer was made for the benefit of Gladstone Investment  
19          Corporation and the Mezzanine Lenders because they owned equity in BW Piezo and CTG  
20          Advanced Materials.

22          150. In March 2016, CTG transferred \$199,861.70 to Fidus Investment Corporation and  
23          Fidus Mezzanine Capital II, L.P. The transfer was made to Fidus Investment Corporation's bank  
24          account; however, a "For Further Credit" designation was included to route the transfer to Fidus  
25          Mezzanine Capital II, L.P. The transfer was also made for the benefit of Blue Wolf Capital  
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1 Partners, BW Piezo, and CTG Advanced Materials to resolve their liabilities and obligations  
2 pursuant to an investment agreement. In addition, the transfer was made for the benefit of  
3 Gladstone Investment Corporation and the Mezzanine Lenders because they owned equity in BW  
4 Piezo and CTG Advanced Materials.

5 151. In March 2016, CTG transferred \$199,861.70 to Avante Mezzanine Partners SBIC,  
6 L.P. The transfer was made for the benefit of Blue Wolf Capital Partners, BW Piezo, and CTG  
7 Advanced Materials to resolve their liabilities and obligations pursuant to a loan agreement. In  
8 addition, the transfer was made for the benefit of Gladstone Investment Corporation and the  
9 Mezzanine Lenders because they owned equity in BW Piezo and CTG Advanced Materials.

10 152. CTG did not receive reasonably equivalent value in exchange for the property  
11 transferred.

12 153. Because of the transfers and obligations, CTG became insolvent and  
13 undercapitalized. CTG was unable to pay its debts to its creditors and ultimately had to file for  
14 bankruptcy.

15 154. Additionally, and in the alternative, Blue Wolf Capital Partners intended and knew  
16 that the obligations CTG incurred were beyond its ability to pay as the debts matured. *See, e.g.*  
17 ¶¶ 44–45; Exs. 10–15.

18 155. Blue Wolf Capital Partners, through its shell companies, its principals, and BW  
19 Piezo, controlled and dominated CTG. Blue Wolf Capital Partners controlled the transfer of  
20 funds, the ability for CTG to incur obligations, and the ability to direct those purchasing CTG's  
21 assets to transfer the proceeds from their sale.

22 156. The Liquidating Trustee has standing to assert this claim because the creditors  
23 listed on **Schedule A** have allowable unsecured claims, pursuant to 11 U.S.C. § 544(b)(1), under  
24

1 California and federal law against CTG.  
2

3

4 **E. Avoidance of Actual Fraudulent Transfers Under 11 U.S.C. §§ 548(a)(1)(A) and**  
5 **550(a)**

6 157. Alternatively, in the event an alter ego determination is not made, CTG pleads the  
7 following cause of action.  
8

9 158. The foregoing and following paragraphs are hereby incorporated by reference as if  
10 fully set forth herein.  
11

12 159. Blue Wolf Capital Partners, acting through its shell companies, and its principals,  
13 including Adam Blumenthal, Charles P. Miller, and Haranjeet Narulla, controlled and dominated  
14 CTG. CTG's board of directors and management team were controlled by Blue Wolf Capital  
15 Partners and carried out its will. Blue Wolf Capital Partners controlled the transfer of funds, and  
16 the ability for CTG to incur obligations.  
17

18 160. Blue Wolf Capital Partners, acting through its principals, shell companies, and BW  
19 Piezo, forced CTG to assume loans, make loan payments, and pay for BW Piezo and CTG  
20 Advanced Materials's debts and liabilities. Blue Wolf Capital Partners, through its domination  
21 and control of CTG, knew the true financial straits CTG was in (*see, e.g.* ¶¶ 44–45; Exs. 10–15).  
22 Despite this indisputable knowledge, Blue Wolf Capital Partners, by and through its principals,  
23 including Blumenthal, Miller, Narulla, and Ranson, as well as BW Piezo, directed CTG to make  
24 these transfers for their own benefit and for CTG Advanced Materials's benefit. By doing so,  
25 and with the full knowledge that CTG did not have sufficient cash to cover all debts, Blue Wolf  
26 Capital Advisors forced CTG to intentionally short-change other creditors, including the  
27 unsecured creditors identified in **Schedule A**. This pattern and practice of denuding CTG of  
28 funds to pay themselves and the identified transferees lead directly and proximately to the CTG

1 bankruptcy. Upon information and belief, Blue Wolf Capital Partners forced CTG to make the  
2 following transfers with property of CTG:

3 161. **Grant Thornton, LLP**—CTG transferred \$1,054,753.85 to Grant Thornton, LLP  
4 from January 2013 to March 2017. The transfers were made to pay for accounting and financial  
5 services rendered to BW Piezo and CTG Advanced Materials, and CTG did not receive  
6 reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG  
7 to pay these expenses to maximize CTG Advanced Materials’s assets and value, and thus BW  
8 Piezo’s assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that  
9 paying these expenses would deprive CTG of assets available to CTG’s creditors for satisfying  
10 their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are  
11 itemized in the attached **Schedule B**.

12 162. **Holland & Knight**—CTG transferred \$789,579.14 to Holland & Knight from  
13 December 2012 to September 2016. The transfers were made to pay for legal services rendered  
14 to BW Piezo and CTG Advanced Materials, and CTG did not receive reasonably equivalent value  
15 for making these transfers. Blue Wolf Capital Partners forced CTG to pay these expenses to  
16 maximize CTG Advanced Materials’s assets and value, and thus BW Piezo’s assets, upon the  
17 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses  
18 would deprive CTG of assets available to CTG’s creditors for satisfying their debts when Blue  
19 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
20 **Schedule B**.

21 163. **Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P.**—CTG  
22 transferred \$1,959,987.31 to Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P.  
23 from December 2013 to December 2015. The transfers were loan payments pursuant to the Loan  
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1 and Investment Agreement entered into by BW Piezo, CTG Advanced Materials, CTG, and  
2 Electro Optical Industries for the purchase of HC Materials. If BW Piezo and CTG Advanced  
3 Materials are not CTG's alter egos, then CTG received no reasonably equivalent value for making  
4 these transfers. Blue Wolf Capital Partners forced CTG to make these transfers to maximize  
5 CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the sale of CTG  
6 Advanced Materials. Blue Wolf Capital Partners knew that making these transfers would deprive  
7 CTG of assets available to CTG's creditors for satisfying their debts when Blue Wolf Capital  
8 Partners forced CTG into bankruptcy. The transfers are itemized in the attached **Schedule B**.  
9

10 164. **Avante Mezzanine Partners SBIC, LP and Avante Mezzanine Partners II, Inc.**—CTG transferred \$1,957,300.44 to Avante Mezzanine Partners SBIC, LP and Avante  
11 Mezzanine Partners II, Inc. from December 2013 to February 2016. The transfers were loan  
12 payments pursuant to the Loan and Investment Agreement entered into by BW Piezo, CTG  
13 Advanced Materials, CTG, and Electro Optical Industries for the purchase of HC Materials. If  
14 BW Piezo and CTG Advanced Materials are not CTG's alter egos, then CTG received no  
15 reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG  
16 to make these transfers to maximize CTG Advanced Materials's assets and value, and thus BW  
17 Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that  
18 making these transfers would deprive CTG of assets available to CTG's creditors for satisfying  
19 their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are  
20 itemized in the attached **Schedule B**.  
21

22 165. **CIT Bank, N.A. (successor in interest of OneWest Bank, N.A.)**—CTG  
23 transferred \$ 33,248,711.36 to CIT Bank, N.A. from May 2013 to April 2016. The transfers were  
24 loan payments pursuant to a loan agreement entered into by BW Piezo, CTG Advanced Materials,  
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1 CTG, and Electro Optical Industries for the purchase of HC Materials. If BW Piezo and CTG  
2 Advanced Materials are not CTG's alter egos, then CTG received no reasonably equivalent value  
3 for making these transfers. Blue Wolf Capital Partners forced CTG to make these transfers to  
4 maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
5 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that making these transfers  
6 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
7 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
8

9 **Schedule B.**

10 166. **Gladstone Investment Corporation**—CTG transferred \$7,576,027.49 to  
11 Gladstone Investment Corporation from February 2012 to June 2016. The transfers were  
12 distributions made to BW Piezo's and the Blue Wolf Fund's equity owners, and CTG received  
13 no reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced  
14 CTG to make these transfers to maximize CTG Advanced Materials's assets and value, and thus  
15 BW Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew  
16 that making these transfers would deprive CTG of assets available to CTG's creditors for  
17 satisfying their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The  
18 transfers are itemized in the attached **Schedule B.**

19 167. **Raymond James**—CTG transferred \$50,000 to Raymond James on December 11,  
20 2015. The transfer was made to pay for financial services rendered to BW Piezo and CTG  
21 Advanced Materials, and CTG did not receive reasonably equivalent value for making these  
22 transfers. Blue Wolf Capital Partners forced CTG to pay these expenses to maximize CTG  
23 Advanced Materials's assets and value, and thus BW Piezo's assets, upon the sale of CTG  
24 Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses would deprive  
25

1 CTG of assets available to CTG's creditors for satisfying their debts when Blue Wolf Capital  
2 Partners forced CTG into bankruptcy.

3       168. **Blue Wolf Capital Partners**—CTG transferred \$1,984,330.21 to Blue Wolf  
4 Capital Partners from January 2013 to May 2016. The transfers were distributions made to BW  
5 Piezo's and the Blue Wolf Fund's equity owners, and CTG received no reasonably equivalent  
6 value for making these transfers. Blue Wolf Capital Partners forced CTG to make these transfers  
7 to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
8 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that making these transfers  
9 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
10 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
11

12 **Schedule B.**

13       169. **Duff & Phelps**—CTG transferred \$36,995 to Duff & Phelps on April 3, 2015. The  
14 transfer was made to pay for legal services rendered to BW Piezo and CTG Advanced Materials,  
15 and CTG did not receive reasonably equivalent value for making these transfers. Blue Wolf  
16 Capital Partners forced CTG to pay these expenses to maximize CTG Advanced Materials's  
17 assets and value, and thus BW Piezo's assets, upon the sale of CTG Advanced Materials. Blue  
18 Wolf Capital Partners knew that paying these expenses would deprive CTG of assets available  
19 to CTG's creditors for satisfying their debts when Blue Wolf Capital Partners forced CTG into  
20 bankruptcy.

21       170. **McDermott Will & Emery, LLP**—CTG transferred \$165,365.86 to McDermott  
22 Will & Emery, LLP from March 2015 to May 2016. The transfers were made to pay for legal  
23 services rendered to CTG Advanced Materials, and CTG did not receive reasonably equivalent  
24 value for making these transfers. Blue Wolf Capital Partners forced CTG to pay these expenses  
25

1 to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
2 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses  
3 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
4 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
5

6 **Schedule B.**

7 171. **Dorsey & Whitney, LLP**—CTG transferred \$49,022.75 to Dorsey & Whitney,  
8 LLP from November 2014 to April 2015. The transfers were made to pay for legal services  
9 rendered to BW Piezo and CTG Advanced Materials, and CTG did not receive reasonably  
10 equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG to pay these  
11 expenses to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets,  
12 upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these  
13 expenses would deprive CTG of assets available to CTG's creditors for satisfying their debts  
14 when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the  
15 attached **Schedule B.**

16 172. CTG transferred the above-listed property in order to benefit insiders of CTG,  
17 including BW Piezo and entities owned by Blue Wolf Capital Partners.

18 173. Details of the transfer of CTG's property were not fully disclosed and remained  
19 concealed. In fact, under Blue Wolf Capital Partners' control and Charles Miller acting as CTG's  
20 manager, CTG continued to list CTG Advanced Materials as an entity that CTG owned or  
21 controlled:  
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1 **Part 13: Details About the Debtor's Business or Connections to Any Business**

2 **25. Other businesses in which the debtor has or has had an interest**

3 List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case.  
4 Include this information even if already listed in the Schedules.

5  None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. CTG Advanced Materials 479 Quadrangle Drive Bolingbrook, IL 60440	Ceramics production	Dates business existed EIN: 46-3678014 From-To 10/11/2013 to 3/11/2016

6 Submission of Statement of Financial Affairs, *In re Channel Technologies Group, LLC*, 9:16-  
7 BK-11912-PC, ECF No. 114 (Bankr. N.D. Cal., Nov. 16, 2016). Moreover, Blue Wolf Capital  
8 Partners, through its shell companies, principals, and BW Piezo, made, and forced CTG, to  
9 represent to the public, CTG's creditors, and to the federal government that CTG owned CTG  
10 Advanced Materials.

11 174. The transfers amounted to substantially all CTG's remaining assets. This is a result  
12 of Blue Wolf Capital Partners, through its shell companies, including BW Piezo, forcing CTG to  
13 guarantee loans, make payments on loans, and pay liabilities and debts for BW Piezo and CTG  
14 Advanced Materials.

15 175. CTG did not receive any reasonably equivalent value for the above-listed transfers.

16 176. At the time the transfers and obligations incurred were made, or entered into, Blue  
17 Wolf Capital Partners, acting through CTG, understood that causing those transfers and incurring  
18 those obligations would inevitably harm CTG's creditors. Blue Wolf Capital Partners knew CTG  
19 would be left insolvent and the transfers would reduce the amount of funds available to repay  
20 creditors. Blue Wolf Capital Partners, through its domination and control of CTG, knew the true  
21 financial straits CTG was in (see, e.g. ¶¶ 44–45; Exs. 10–15). Despite this indisputable  
22 knowledge, Blue Wolf Capital Partners, by and through its principals, including Blumenthal,  
23 Miller, Narulla, and Ranson, as well as BW Piezo, directed CTG to make these transfers for their  
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1 own benefit and for CTG Advanced Materials's benefit. By doing so, and with the full  
2 knowledge that CTG did not have sufficient cash to cover all debts, Blue Wolf Capital Advisors  
3 forced CTG to intentionally short-change other creditors, including the unsecured creditors  
4 identified in **Schedule A**. This pattern and practice of denuding CTG of funds to pay themselves  
5 and the identified transferees lead directly and proximately to the CTG bankruptcy.

6 177. Each transfer and obligation incurred was made, or entered into, in furtherance of  
7 the scheme perpetrated by CTG's management and controlling shareholder. By causing such  
8 transfers to be made, CTG's management and controlling shareholder hoped to enrich themselves  
9 from the eventual sale or dissolution of CTG, CTG Advanced Materials, LLC, and Electro  
10 Optical Industries.

12 178. At the time the transfers and obligations incurred were made, or entered into,  
13 CTG's management and controlling shareholder understood that causing those transfers and  
14 incurring those obligations would inevitably harm CTG's creditors. CTG's management and  
15 controlling shareholder knew CTG would be left insolvent and the transfers would reduce the  
16 amount of funds available to repay creditors. Blue Wolf Capital Partners, through its domination  
17 and control of CTG, knew the true financial straits CTG was in (*see, e.g.* ¶¶ 44–45; Exs. 10–15).  
18 Despite this indisputable knowledge, Blue Wolf Capital Partners, by and through its principals,  
19 including Blumenthal, Miller, Narulla, and Ranson, as well as BW Piezo, directed CTG to make  
20 these transfers for their own benefit and for CTG Advanced Materials's benefit. By doing so,  
21 and with the full knowledge that CTG did not have sufficient cash to cover all debts, Blue Wolf  
22 Capital Advisors forced CTG to intentionally short-change other creditors, including the  
23 unsecured creditors identified in **Schedule A**. This pattern and practice of denuding CTG of  
24 funds to pay themselves and the identified transferees lead directly and proximately to the CTG  
25

1 bankruptcy.

2 179. CTG's management and controlling shareholder held an ownership interest in CTG  
3 and/or exercised complete control over CTG. CTG's management and controlling shareholder  
4 controlled the transfer of funds, the ability for CTG to incur obligations, and the ability to direct  
5 those purchasing CTG's assets to transfer the proceeds from their sale.

6 180. Plaintiff may avoid each of the transfers and obligations under 11 U.S.C. §§  
7 548(a)(1)(A) and 550.

8 **F. Avoidance of Constructive Fraudulent Transfers Under 11 U.S.C. § 548(a)(1)(B)**

9 181. Alternatively, in the event an alter ego determination is not made, CTG pleads the  
10 following cause of action.

12 182. The foregoing and following paragraphs are hereby incorporated by reference as if  
13 fully set forth herein.

14 183. Blue Wolf Capital Partners, acting through its shell companies, and its principals,  
15 including Adam Blumenthal, Charles P. Miller, and Haranjeet Narulla, controlled and dominated  
16 CTG. CTG's board of directors and management team were controlled by Blue Wolf Capital  
17 Partners and carried out its will. Blue Wolf Capital Partners controlled the transfer of funds, and  
18 the ability for CTG to incur obligations.

20 184. Blue Wolf Capital Partners, acting through its principals, shell companies, and BW  
21 Piezo, forced CTG to assume loans, make loan payments, and pay for BW Piezo and CTG  
22 Advanced Materials's debts and liabilities. Upon information and belief, Blue Wolf Capital  
23 Partners forced CTG to make the following transfers with property of CTG:

25 185. **Grant Thornton, LLP**—CTG transferred \$1,054,753.85 to Grant Thornton, LLP  
26 from January 2013 to March 2017. The transfers were made to pay for accounting and financial  
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1 services rendered to BW Piezo and CTG Advanced Materials, and CTG did not receive  
2 reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG  
3 to pay these expenses to maximize CTG Advanced Materials's assets and value, and thus BW  
4 Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that  
5 paying these expenses would deprive CTG of assets available to CTG's creditors for satisfying  
6 their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are  
7 itemized in the attached **Schedule B**.

8 186. **Holland & Knight**—CTG transferred \$789,579.14 to Holland & Knight from  
9 December 2012 to September 2016. The transfers were made to pay for legal services rendered  
10 to BW Piezo and CTG Advanced Materials, and CTG did not receive reasonably equivalent value  
11 for making these transfers. Blue Wolf Capital Partners forced CTG to pay these expenses to  
12 maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
13 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses  
14 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
15 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
16 **Schedule B**.

17 187. **Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P.**—CTG  
18 transferred \$1,959,987.31 to Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P.  
19 from December 2013 to December 2015. The transfers were loan payments pursuant to the Loan  
20 and Investment Agreement entered into by BW Piezo, CTG Advanced Materials, CTG, and  
21 Electro Optical Industries for the purchase of HC Materials. If BW Piezo and CTG Advanced  
22 Materials are not CTG's alter egos, then CTG received no reasonably equivalent value for making  
23 these transfers. Blue Wolf Capital Partners forced CTG to make these transfers to maximize  
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1 CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the sale of CTG  
2 Advanced Materials. Blue Wolf Capital Partners knew that making these transfers would deprive  
3 CTG of assets available to CTG's creditors for satisfying their debts when Blue Wolf Capital  
4 Partners forced CTG into bankruptcy. The transfers are itemized in the attached **Schedule B**.

5       188. **Avante Mezzanine Partners SBIC, LP and Avante Mezzanine Partners II, Inc.**—CTG transferred \$1,957,300.44 to Avante Mezzanine Partners SBIC, LP and Avante  
6 Mezzanine Partners II, Inc. from December 2013 to February 2016. The transfers were loan  
7 payments pursuant to the Loan and Investment Agreement entered into by BW Piezo, CTG  
8 Advanced Materials, CTG, and Electro Optical Industries for the purchase of HC Materials. If  
9 BW Piezo and CTG Advanced Materials are not CTG's alter egos, then CTG received no  
10 reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG  
11 to make these transfers to maximize CTG Advanced Materials's assets and value, and thus BW  
12 Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that  
13 making these transfers would deprive CTG of assets available to CTG's creditors for satisfying  
14 their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are  
15 itemized in the attached **Schedule B**.

16       189. **CIT Bank, N.A. (successor in interest of OneWest Bank, N.A.)**—CTG  
17 transferred \$ 33,248,711.36 to CIT Bank, N.A. from May 2013 to April 2016. The transfers were  
18 loan payments pursuant to a loan agreement entered into by BW Piezo, CTG Advanced Materials,  
19 CTG, and Electro Optical Industries for the purchase of HC Materials. If BW Piezo and CTG  
20 Advanced Materials are not CTG's alter egos, then CTG received no reasonably equivalent value  
21 for making these transfers. Blue Wolf Capital Partners forced CTG to make these transfers to  
22 maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
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1 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that making these transfers  
2 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
3 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
4 **Schedule B.**

5 190. **Gladstone Investment Corporation**—CTG transferred \$7,576,027.49 to  
6 Gladstone Investment Corporation from February 2012 to June 2016. The transfers were  
7 distributions made to BW Piezo's and the Blue Wolf Fund's equity owners, and CTG received  
8 no reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced  
9 CTG to make these transfers to maximize CTG Advanced Materials's assets and value, and thus  
10 BW Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew  
11 that making these transfers would deprive CTG of assets available to CTG's creditors for  
12 satisfying their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The  
13 transfers are itemized in the attached **Schedule B.**

14 191. **Raymond James**—CTG transferred \$50,000 to Raymond James on December 11,  
15 2015. The transfer was made to pay for financial services rendered to BW Piezo and CTG  
16 Advanced Materials, and CTG did not receive reasonably equivalent value for making these  
17 transfers. Blue Wolf Capital Partners forced CTG to pay these expenses to maximize CTG  
18 Advanced Materials's assets and value, and thus BW Piezo's assets, upon the sale of CTG  
19 Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses would deprive  
20 CTG of assets available to CTG's creditors for satisfying their debts when Blue Wolf Capital  
21 Partners forced CTG into bankruptcy.

22 192. **Blue Wolf Capital Partners**—CTG transferred \$1,984,330.21 to Blue Wolf  
23 Capital Partners from January 2013 to May 2016. The transfers were distributions made to BW  
24

1 Piezo's and the Blue Wolf Fund's equity owners, and CTG received no reasonably equivalent  
2 value for making these transfers. Blue Wolf Capital Partners forced CTG to make these transfers  
3 to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
4 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that making these transfers  
5 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
6 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
7

**Schedule B.**

8 193. **Duff & Phelps**—CTG transferred \$36,995 to Duff & Phelps on April 3, 2015. The  
9 transfer was made to pay for legal services rendered to BW Piezo and CTG Advanced Materials,  
10 and CTG did not receive reasonably equivalent value for making these transfers. Blue Wolf  
11 Capital Partners forced CTG to pay these expenses to maximize CTG Advanced Materials's  
12 assets and value, and thus BW Piezo's assets, upon the sale of CTG Advanced Materials. Blue  
13 Wolf Capital Partners knew that paying these expenses would deprive CTG of assets available  
14 to CTG's creditors for satisfying their debts when Blue Wolf Capital Partners forced CTG into  
15 bankruptcy.

16 194. **McDermott Will & Emery, LLP**—CTG transferred \$165,365.86 to McDermott  
17 Will & Emery, LLP from March 2015 to May 2016. The transfers were made to pay for legal  
18 services rendered to CTG Advanced Materials, and CTG did not receive reasonably equivalent  
19 value for making these transfers. Blue Wolf Capital Partners forced CTG to pay these expenses  
20 to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
21 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses  
22 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
23

1 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
2

2 **Schedule B.**

3 195. **Dorsey & Whitney, LLP**—CTG transferred \$49,022.75 to Dorsey & Whitney,  
4 LLP from November 2014 to April 2015. The transfers were made to pay for legal services  
5 rendered to BW Piezo and CTG Advanced Materials, and CTG did not receive reasonably  
6 equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG to pay these  
7 expenses to maximize CTG Advanced Materials’s assets and value, and thus BW Piezo’s assets,  
8 upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these  
9 expenses would deprive CTG of assets available to CTG’s creditors for satisfying their debts  
10 when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the  
11 attached **Schedule B.**

12 196. CTG did not receive reasonably equivalent value in exchange for the property  
13 transferred.

14 197. As a result of the transfers and obligations, CTG became insolvent and  
15 undercapitalized.

16 198. Additionally, and in the alternative, CTG’s management and controlling  
17 shareholder intended and knew that the obligations CTG incurred were beyond its ability to pay  
18 as the debts matured. *See, e.g.* ¶¶ 44–45; Exs. 10–15.

19 199. The Liquidating Trustee has standing to assert this claim because the creditors  
20 listed on **Schedule A** have allowable unsecured claims, pursuant to 11 U.S.C. § 544(b)(1), under  
21 California and federal law against CTG.

22 200. Plaintiff may avoid each of the transfers and obligations under 11 U.S.C. §  
23 548(a)(1)(B).

1                   **G. Violation of California Uniform Fraudulent Transfer Act (Actual Fraud)**

2                   201. Alternatively, in the event an alter ego determination is not made, CTG pleads the  
3 following cause of action.

4                   202. The foregoing and following paragraphs are hereby incorporated by reference as if  
5 fully set forth herein.

6                   203. Blue Wolf Capital Partners, acting through its shell companies, and its principals,  
7 including Adam Blumenthal, Charles P. Miller, and Haranjeet Narulla, controlled and dominated  
8 CTG. CTG's board of directors and management team were controlled by Blue Wolf Capital  
9 Partners and carried out its will. Blue Wolf Capital Partners controlled the transfer of funds, and  
10 the ability for CTG to incur obligations.

12                   204. Blue Wolf Capital Partners, acting through its principals, shell companies, and BW  
13 Piezo, forced CTG to assume loans, make loan payments, and pay for BW Piezo and CTG  
14 Advanced Materials's debts and liabilities. Upon information and belief, Blue Wolf Capital  
15 Partners forced CTG to make the following transfers with property of CTG:

17                   205. **Grant Thornton, LLP**—CTG transferred \$1,054,753.85 to Grant Thornton, LLP  
18 from January 2013 to March 2017. The transfers were made to pay for accounting and financial  
19 services rendered to BW Piezo and CTG Advanced Materials, and CTG did not receive  
20 reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG  
21 to pay these expenses to maximize CTG Advanced Materials's assets and value, and thus BW  
22 Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that  
23 paying these expenses would deprive CTG of assets available to CTG's creditors for satisfying  
24 their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are  
25 itemized in the attached **Schedule B**.

1                   206. **Holland & Knight**—CTG transferred \$789,579.14 to Holland & Knight from  
2 December 2012 to September 2016. The transfers were made to pay for legal services rendered  
3 to BW Piezo and CTG Advanced Materials, and CTG did not receive reasonably equivalent value  
4 for making these transfers. Blue Wolf Capital Partners forced CTG to pay these expenses to  
5 maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
6 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses  
7 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
8 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
9 **Schedule B**.

10                  207. **Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P.**—CTG  
11 transferred \$1,959,987.31 to Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P.  
12 from December 2013 to December 2015. The transfers were loan payments pursuant to the Loan  
13 and Investment Agreement entered into by BW Piezo, CTG Advanced Materials, CTG, and  
14 Electro Optical Industries for the purchase of HC Materials. If BW Piezo and CTG Advanced  
15 Materials are not CTG's alter egos, then CTG received no reasonably equivalent value for making  
16 these transfers. Blue Wolf Capital Partners forced CTG to make these transfers to maximize  
17 CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the sale of CTG  
18 Advanced Materials. Blue Wolf Capital Partners knew that making these transfers would deprive  
19 CTG of assets available to CTG's creditors for satisfying their debts when Blue Wolf Capital  
20 Partners forced CTG into bankruptcy. The transfers are itemized in the attached **Schedule B**.

21                  208. **Avante Mezzanine Partners SBIC, LP and Avante Mezzanine Partners II, Inc.**  
22 —CTG transferred \$1,957,300.44 to Avante Mezzanine Partners SBIC, LP and Avante  
23 Mezzanine Partners II, Inc. from December 2013 to February 2016. The transfers were loan  
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1 payments pursuant to the Loan and Investment Agreement entered into by BW Piezo, CTG  
2 Advanced Materials, CTG, and Electro Optical Industries for the purchase of HC Materials. If  
3 BW Piezo and CTG Advanced Materials are not CTG's alter egos, then CTG received no  
4 reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG  
5 to make these transfers to maximize CTG Advanced Materials's assets and value, and thus BW  
6 Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that  
7 making these transfers would deprive CTG of assets available to CTG's creditors for satisfying  
8 their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are  
9 itemized in the attached **Schedule B**.

10           209. **CIT Bank, N.A. (successor in interest of OneWest Bank, N.A.)**—CTG  
11 transferred \$ 33,248,711.36 to CIT Bank, N.A. from May 2013 to April 2016. The transfers were  
12 loan payments pursuant to a loan agreement entered into by BW Piezo, CTG Advanced Materials,  
13 CTG, and Electro Optical Industries for the purchase of HC Materials. If BW Piezo and CTG  
14 Advanced Materials are not CTG's alter egos, then CTG received no reasonably equivalent value  
15 for making these transfers. Blue Wolf Capital Partners forced CTG to make these transfers to  
16 maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
17 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that making these transfers  
18 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
19 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
20 **Schedule B**.

21           210. **Gladstone Investment Corporation**—CTG transferred \$7,576,027.49 to  
22 Gladstone Investment Corporation from February 2012 to June 2016. The transfers were  
23 distributions made to BW Piezo's and the Blue Wolf Fund's equity owners, and CTG received  
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1 no reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced  
2 CTG to make these transfers to maximize CTG Advanced Materials's assets and value, and thus  
3 BW Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew  
4 that making these transfers would deprive CTG of assets available to CTG's creditors for  
5 satisfying their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The  
6 transfers are itemized in the attached **Schedule B**.

7 211. **Raymond James**—CTG transferred \$50,000 to Raymond James on December 11,  
8 2015. The transfer was made to pay for financial services rendered to BW Piezo and CTG  
9 Advanced Materials, and CTG did not receive reasonably equivalent value for making these  
10 transfers. Blue Wolf Capital Partners forced CTG to pay these expenses to maximize CTG  
11 Advanced Materials's assets and value, and thus BW Piezo's assets, upon the sale of CTG  
12 Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses would deprive  
13 CTG of assets available to CTG's creditors for satisfying their debts when Blue Wolf Capital  
14 Partners forced CTG into bankruptcy.

15 212. **Blue Wolf Capital Partners**—CTG transferred \$1,984,330.21 to Blue Wolf  
16 Capital Partners from January 2013 to May 2016. The transfers were distributions made to BW  
17 Piezo's and the Blue Wolf Fund's equity owners, and CTG received no reasonably equivalent  
18 value for making these transfers. Blue Wolf Capital Partners forced CTG to make these transfers  
19 to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
20 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that making these transfers  
21 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
22 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
23 **Schedule B**.

1           213. **Duff & Phelps**—CTG transferred \$36,995 to Duff & Phelps on April 3, 2015. The  
2 transfer was made to pay for legal services rendered to BW Piezo and CTG Advanced Materials,  
3 and CTG did not receive reasonably equivalent value for making these transfers. Blue Wolf  
4 Capital Partners forced CTG to pay these expenses to maximize CTG Advanced Materials's  
5 assets and value, and thus BW Piezo's assets, upon the sale of CTG Advanced Materials. Blue  
6 Wolf Capital Partners knew that paying these expenses would deprive CTG of assets available  
7 to CTG's creditors for satisfying their debts when Blue Wolf Capital Partners forced CTG into  
8 bankruptcy.  
9

10           214. **McDermott Will & Emery, LLP**—CTG transferred \$165,365.86 to McDermott  
11 Will & Emery, LLP from March 2015 to May 2016. The transfers were made to pay for legal  
12 services rendered to CTG Advanced Materials, and CTG did not receive reasonably equivalent  
13 value for making these transfers. Blue Wolf Capital Partners forced CTG to pay these expenses  
14 to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
15 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses  
16 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
17 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
18 **Schedule B**.  
19

20           215. **Dorsey & Whitney, LLP**—CTG transferred \$49,022.75 to Dorsey & Whitney,  
21 LLP from November 2014 to April 2015. The transfers were made to pay for legal services  
22 rendered to BW Piezo and CTG Advanced Materials, and CTG did not receive reasonably  
23 equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG to pay these  
24 expenses to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets,  
25 upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these  
26 expenses to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets,  
27 upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these  
28 expenses to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets,  
upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these

1 expenses would deprive CTG of assets available to CTG's creditors for satisfying their debts  
2 when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the  
3 attached **Schedule B**.

4 216. CTG transferred the above-listed property in order to benefit insiders of CTG,  
5 including BW Piezo and entities owned by Blue Wolf Capital Partners.

6 217. Details of the transfer of CTG's property were not fully disclosed and remained  
7 concealed. In fact, under Blue Wolf Capital Partners' control and Charles Miller acting as CTG's  
8 manager, CTG continued to list CTG Advanced Materials as an entity that CTG owned or  
9 controlled:

11 **Part 13: Details About the Debtor's Business or Connections to Any Business**

12 25. Other businesses in which the debtor has or has had an interest

13 List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case.  
14 Include this information even if already listed in the Schedules.

15  None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. CTG Advanced Materials 479 Quadrangle Drive Bolingbrook, IL 60440	Ceramics production	Dates business existed EIN: 46-3678014 From-To 10/11/2013 to 3/11/2016

17 Submission of Statement of Financial Affairs, *In re Channel Technologies Group, LLC*, 9:16-  
18 BK-11912-PC, ECF No. 114 (Bankr. N.D. Cal., Nov. 16, 2016). Moreover, Blue Wolf Capital  
19 Partners, through its shell companies, principals, and BW Piezo, made, and forced CTG, to  
20 represent to the public, CTG's creditors, and to the federal government that CTG owned CTG  
21 Advanced Materials.

23 218. The transfers amounted to substantially all CTG's remaining assets. This is a result  
24 of Blue Wolf Capital Partners, through its shell companies, including BW Piezo, forcing CTG to  
25 guarantee loans, make payments on loans, and pay liabilities and debts for BW Piezo and CTG  
26 Advanced Materials.

1 219. CTG did not receive any reasonably equivalent value for the above-listed transfers.

2 220. At the time the transfers and obligations incurred were made, or entered into, Blue  
3 Wolf Capital Partners, acting through CTG, understood that causing those transfers and incurring  
4 those obligations would inevitably harm CTG's creditors. Blue Wolf Capital Partners knew CTG  
5 would be left insolvent and the transfers would reduce the amount of funds available to repay  
6 creditors. Blue Wolf Capital Partners, through its domination and control of CTG, knew the true  
7 financial straits CTG was in (*see, e.g.* ¶¶ 44–45; Exs. 10–15). Despite this indisputable  
8 knowledge, Blue Wolf Capital Partners, by and through its principals, including Blumenthal,  
9 Miller, Narulla, and Ranson, as well as BW Piezo, directed CTG to make these transfers for their  
10 own benefit and for CTG Advanced Materials's benefit. By doing so, and with the full  
11 knowledge that CTG did not have sufficient cash to cover all debts, Blue Wolf Capital Advisors  
12 forced CTG to intentionally short-change other creditors, including the unsecured creditors  
13 identified in **Schedule A**. This pattern and practice of denuding CTG of funds to pay themselves  
14 and the identified transferees lead directly and proximately to the CTG bankruptcy.

15 221. Each transfer and obligation incurred was made, or entered into, in furtherance of  
16 the scheme perpetrated by CTG's management and controlling shareholder. By causing such  
17 transfers to be made, CTG's management and controlling shareholder hoped to enrich themselves  
18 from the eventual sale or dissolution of CTG, CTG Advanced Materials, LLC, and Electro  
19 Optical Industries.

20 222. At the time the transfers and obligations incurred were made, or entered into,  
21 CTG's management and controlling shareholder understood that causing those transfers and  
22 incurring those obligations would inevitably harm CTG's creditors. CTG's management and  
23 controlling shareholder knew CTG would be left insolvent and the transfers would reduce the  
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amount of funds available to repay creditors. Blue Wolf Capital Partners, through its domination and control of CTG, knew the true financial straits CTG was in (*see, e.g.* ¶¶ 44–45; Exs. 10–15). Despite this indisputable knowledge, Blue Wolf Capital Partners, by and through its principals, including Blumenthal, Miller, Narulla, and Ranson, as well as BW Piezo, directed CTG to make these transfers for their own benefit and for CTG Advanced Materials’s benefit. By doing so, and with the full knowledge that CTG did not have sufficient cash to cover all debts, Blue Wolf Capital Advisors forced CTG to intentionally short-change other creditors, including the unsecured creditors identified in **Schedule A**. This pattern and practice of denuding CTG of funds to pay themselves and the identified transferees lead directly and proximately to the CTG bankruptcy.

223. CTG’s management and controlling shareholder held an ownership interest in CTG and/or exercised complete control over CTG. CTG’s management and controlling shareholder controlled the transfer of funds, the ability for CTG to incur obligations, and the ability to direct those purchasing CTG’s assets to transfer the proceeds from their sale.

#### 17 **H. Violation of California Uniform Fraudulent Transfer Act (Constructive Fraud)**

18 224. Alternatively, in the event an alter ego determination is not made, CTG pleads the  
19 following cause of action.

20 225. The foregoing and following paragraphs are hereby incorporated by reference as if  
21 fully set forth herein.

22 226. Blue Wolf Capital Partners, acting through its shell companies, and its principals,  
23 including Adam Blumenthal, Charles P. Miller, and Haranjeet Narulla, controlled and dominated  
24 CTG. CTG’s board of directors and management team were controlled by Blue Wolf Capital  
25 Partners and carried out its will. Blue Wolf Capital Partners controlled the transfer of funds, and  
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1 the ability for CTG to incur obligations.

2 227. Blue Wolf Capital Partners, acting through its principals, shell companies, and BW  
3 Piezo, forced CTG to assume loans, make loan payments, and pay for BW Piezo and CTG  
4 Advanced Materials's debts and liabilities. Upon information and belief, Blue Wolf Capital  
5 Partners forced CTG to make the following transfers with property of CTG:

6 228. **Grant Thornton, LLP**—CTG transferred \$1,054,753.85 to Grant Thornton, LLP  
7 from January 2013 to March 2017. The transfers were made to pay for accounting and financial  
8 services rendered to BW Piezo and CTG Advanced Materials, and CTG did not receive  
9 reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG  
10 to pay these expenses to maximize CTG Advanced Materials's assets and value, and thus BW  
11 Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that  
12 paying these expenses would deprive CTG of assets available to CTG's creditors for satisfying  
13 their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are  
14 itemized in the attached **Schedule B**.

15 229. **Holland & Knight**—CTG transferred \$789,579.14 to Holland & Knight from  
16 December 2012 to September 2016. The transfers were made to pay for legal services rendered  
17 to BW Piezo and CTG Advanced Materials, and CTG did not receive reasonably equivalent value  
18 for making these transfers. Blue Wolf Capital Partners forced CTG to pay these expenses to  
19 maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
20 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses  
21 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
22 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
23 **Schedule B**.

1                   230. **Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P.**—CTG

2 transferred \$1,959,987.31 to Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P.  
3 from December 2013 to December 2015. The transfers were loan payments pursuant to the Loan  
4 and Investment Agreement entered into by BW Piezo, CTG Advanced Materials, CTG, and  
5 Electro Optical Industries for the purchase of HC Materials. If BW Piezo and CTG Advanced  
6 Materials are not CTG's alter egos, then CTG received no reasonably equivalent value for making  
7 these transfers. Blue Wolf Capital Partners forced CTG to make these transfers to maximize  
8 CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the sale of CTG  
9 Advanced Materials. Blue Wolf Capital Partners knew that making these transfers would deprive  
10 CTG of assets available to CTG's creditors for satisfying their debts when Blue Wolf Capital  
11 Partners forced CTG into bankruptcy. The transfers are itemized in the attached **Schedule B**.

12                   231. **Avante Mezzanine Partners SBIC, LP and Avante Mezzanine Partners II,**

13                   **Inc.**—CTG transferred \$1,957,300.44 to Avante Mezzanine Partners SBIC, LP and Avante  
14 Mezzanine Partners II, Inc. from December 2013 to February 2016. The transfers were loan  
15 payments pursuant to the Loan and Investment Agreement entered into by BW Piezo, CTG  
16 Advanced Materials, CTG, and Electro Optical Industries for the purchase of HC Materials. If  
17 BW Piezo and CTG Advanced Materials are not CTG's alter egos, then CTG received no  
18 reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG  
19 to make these transfers to maximize CTG Advanced Materials's assets and value, and thus BW  
20 Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that  
21 making these transfers would deprive CTG of assets available to CTG's creditors for satisfying  
22 their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are  
23 itemized in the attached **Schedule B**.

1           232. **CIT Bank, N.A. (successor in interest of OneWest Bank, N.A.)**—CTG

2 transferred \$ 33,248,711.36 to CIT Bank, N.A. from May 2013 to April 2016. The transfers were  
3 loan payments pursuant to a loan agreement entered into by BW Piezo, CTG Advanced Materials,  
4 CTG, and Electro Optical Industries for the purchase of HC Materials. If BW Piezo and CTG  
5 Advanced Materials are not CTG's alter egos, then CTG received no reasonably equivalent value  
6 for making these transfers. Blue Wolf Capital Partners forced CTG to make these transfers to  
7 maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
8 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that making these transfers  
9 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
10 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
11

12 **Schedule B.**

13           233. **Gladstone Investment Corporation**—CTG transferred \$7,576,027.49 to

14 Gladstone Investment Corporation from February 2012 to June 2016. The transfers were  
15 distributions made to BW Piezo's and the Blue Wolf Fund's equity owners, and CTG received  
16 no reasonably equivalent value for making these transfers. Blue Wolf Capital Partners forced  
17 CTG to make these transfers to maximize CTG Advanced Materials's assets and value, and thus  
18 BW Piezo's assets, upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew  
19 that making these transfers would deprive CTG of assets available to CTG's creditors for  
20 satisfying their debts when Blue Wolf Capital Partners forced CTG into bankruptcy. The  
21 transfers are itemized in the attached **Schedule B.**

22           234. **Raymond James**—CTG transferred \$50,000 to Raymond James on December 11,

23 2015. The transfer was made to pay for financial services rendered to BW Piezo and CTG  
24 Advanced Materials, and CTG did not receive reasonably equivalent value for making these  
25

1 transfers. Blue Wolf Capital Partners forced CTG to pay these expenses to maximize CTG  
2 Advanced Materials's assets and value, and thus BW Piezo's assets, upon the sale of CTG  
3 Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses would deprive  
4 CTG of assets available to CTG's creditors for satisfying their debts when Blue Wolf Capital  
5 Partners forced CTG into bankruptcy.

6       235. **Blue Wolf Capital Partners**—CTG transferred \$1,984,330.21 to Blue Wolf  
7 Capital Partners from January 2013 to May 2016. The transfers were distributions made to BW  
8 Piezo's and the Blue Wolf Fund's equity owners, and CTG received no reasonably equivalent  
9 value for making these transfers. Blue Wolf Capital Partners forced CTG to make these transfers  
10 to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
11 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that making these transfers  
12 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
13 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
14  
15 **Schedule B.**

16       236. **Duff & Phelps**—CTG transferred \$36,995 to Duff & Phelps on April 3, 2015. The  
17 transfer was made to pay for legal services rendered to BW Piezo and CTG Advanced Materials,  
18 and CTG did not receive reasonably equivalent value for making these transfers. Blue Wolf  
19 Capital Partners forced CTG to pay these expenses to maximize CTG Advanced Materials's  
20 assets and value, and thus BW Piezo's assets, upon the sale of CTG Advanced Materials. Blue  
21 Wolf Capital Partners knew that paying these expenses would deprive CTG of assets available  
22 to CTG's creditors for satisfying their debts when Blue Wolf Capital Partners forced CTG into  
23 bankruptcy.  
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1           237. **McDermott Will & Emery, LLP**—CTG transferred \$165,365.86 to McDermott  
2 Will & Emery, LLP from March 2015 to May 2016. The transfers were made to pay for legal  
3 services rendered to CTG Advanced Materials, and CTG did not receive reasonably equivalent  
4 value for making these transfers. Blue Wolf Capital Partners forced CTG to pay these expenses  
5 to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets, upon the  
6 sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these expenses  
7 would deprive CTG of assets available to CTG's creditors for satisfying their debts when Blue  
8 Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the attached  
9

10 **Schedule B.**

11           238. **Dorsey & Whitney, LLP**—CTG transferred \$49,022.75 to Dorsey & Whitney,  
12 LLP from November 2014 to April 2015. The transfers were made to pay for legal services  
13 rendered to BW Piezo and CTG Advanced Materials, and CTG did not receive reasonably  
14 equivalent value for making these transfers. Blue Wolf Capital Partners forced CTG to pay these  
15 expenses to maximize CTG Advanced Materials's assets and value, and thus BW Piezo's assets,  
16 upon the sale of CTG Advanced Materials. Blue Wolf Capital Partners knew that paying these  
17 expenses would deprive CTG of assets available to CTG's creditors for satisfying their debts  
18 when Blue Wolf Capital Partners forced CTG into bankruptcy. The transfers are itemized in the  
19 attached **Schedule B.**

20           239. CTG did not receive reasonably equivalent value in exchange for the property  
21 transferred.

22           240. As a result of the transfers and obligations, CTG became insolvent and  
23 undercapitalized.

24           241. Additionally, and in the alternative, CTG's management and controlling

1 shareholder intended and knew that the obligations CTG incurred were beyond its ability to pay  
2 as the debts matured. *See, e.g.* ¶¶ 44–45; Exs. 10–15).

3 242. The Liquidating Trustee has standing to assert this claim because the creditors  
4 listed on **Schedule A** have allowable unsecured claims, pursuant to 11 U.S.C. § 544(b)(1), under  
5 California and federal law against CTG.

6 **I. Conversion**

7 *(Defendants Blue Wolf Capital Partners, Blue Wolf Capital Fund, Blue Wolf Capital  
8 Advisors, and BW Piezo)*

9 243. The foregoing and following paragraphs are hereby incorporated by reference as if  
10 fully set forth herein.

11 244. In the alternative, CTG owned, possessed, or had the rights to immediate  
12 possession of the proceeds from the sale of its assets, including those of its subsidiary CTG  
13 Advanced Materials. CTG paid for the assets, controlled the assets, and maintained the assets.

14 245. Blue Wolf Capital Partners, acting through its shell companies, principals,  
15 including Adam Blumenthal, Charles Miller, Haranjeet Narulla, and Chris Ranson, and BW  
16 Piezo, wrongfully exercised dominion or control over the property and distributed to itself the  
17 proceeds from selling CTG's assets.

18 246. CTG suffered injury as a result including but not limited to actual damages,  
19 exemplary damages, pre- and post-judgment interest, and court costs.

22 **J. Breach of Duty of Good Faith and Fair Dealing**

23 *(Defendant BW Piezo)*

24 247. The foregoing and following paragraphs are hereby incorporated by reference as if  
25 fully set forth herein.

1                   248. As the controlling shareholder of CTG, BW Piezo owed CTG a duty of good faith  
2 and fair dealing.

3                   249. BW Piezo breached this duty by engaging in the following conduct, which includes  
4 but is not limited to:

- 5                   •        Self-dealing, including but not limited to,
  - 6                   ◦        Pursuing their self-interests at the expense of CTG and their obligations as  
7                   fiduciaries;
  - 8                   ◦        Misdirecting CTG funds to pay for undue benefits and distributions for  
9                   themselves; and
  - 10                  ◦        Using the advantage of their position to misappropriate CTG's assets and  
11                  proceeds from the sale of the same to themselves; and
  - 12                  •        Engaging in transactions on behalf of themselves that were not fair and  
13                  equitable to CTG and violated their fiduciary duties to CTG.
  - 14                  •        Diverting funds that would have been retained by CTG, thereby rendering CTG  
15                  insolvent and unable to pay its debts to its creditors.
  - 16                  •        Making improper corporate distribution in violation of California Corporate  
17                  Code sections 17704.05–.06.

18                   250. The aforementioned breaches resulted in great damage to CTG's business  
19                  operations, breaches of ongoing contracts, a severe impairment in the value of CTG, and  
20                  ultimately a bankruptcy filing by CTG and a liquidation of CTG, all to the detriment of CTG's  
21                  creditors. As a result, CTG is entitled to damages including but not limited to actual damages,  
22                  exemplary damages, rescission, an accounting, pre- and post-judgment interest, and court costs.

23                   **K. Avoidance and Recovery of Unauthorized Post-Petition Transfers**  
24                  **Pursuant to 11 U.S.C. § 549**

25                   *(Defendant Grant Thornton)*

26                   251. The foregoing and following paragraphs are hereby incorporated by reference as if  
27                  fully set forth herein.

28                   252. Plaintiff is a California limited liability company and is the Liquidating Trustee

1 duly appointed under the Chapter 11 Liquidating Plan (“Plan”) of CTG, which was confirmed by  
2 order entered March 2, 2018 (“Confirmation Order”).  
3

4 253. The Liquidating Trustee was appointed as of the Effective Date of the Plan, April  
5 2, 2018.  
6

7 254. Pursuant to the Confirmation Order and the Plan, the Liquidating Trustee was  
8 granted requisite standing and authority to prosecute and pursue causes of action held by the  
9 Debtor and Debtor’s bankruptcy estate.  
10

11 255. CTG made multiple post-petition payments to Grant Thornton, as follows:  
12

- 13 a) \$3,562.00 on February 8, 2017;
- 14 b) \$26,000.00 on March 2, 2017;
- 15 c) \$20,800.00 on March 15, 2017;
- 16 d) \$20,800 on April 20, 2017; and
- 17 e) \$51,220.00 on April 26, 2017.

18 256. Grant Thornton was not, and never has been, employed and authorized to  
19 perform services for CTG pursuant to 11 U.S.C. § 327, and to be compensated for such  
20 services pursuant to 11 U.S.C. § 330.  
21

22 257. CRA is informed and believes, and based thereon alleges, that some, if not all, of  
23 the post-petition payments CTG made to Grant Thornton were payments made for services  
24 performed for non-debtor, third party entities.  
25

26 258. CRA is informed and believes, and based thereon alleges, that Grant Thornton was  
27 not, and never has been, authorized either by an order of this Court or any provision of the  
28 Bankruptcy Code to receive payment from CTG for services Grant Thornton performed for any  
non-debtor third party.  
29

1 259. CRA is informed and believes, and based thereon alleges, that CTG's post-petition  
2 payments to Grant Thornton totaling \$122,382 were not authorized under any section of the  
3 bankruptcy code or any order of this Court.

4 260. Grant Thornton was the initial transferee/recipient of the payments.

5 261. The unauthorized post-petition payments made by CTG to Grant Thornton  
6 are voidable pursuant to 11 U.S.C. § 549(a), and recoverable by the Liquidating Trustee for  
7 the benefit of creditors in this case pursuant to 11 U.S.C. § 550(a)(1).

8 **L. Avoidance and Recovery of Unauthorized Post-Petition Transfers Pursuant to 11  
9 U.S.C. §544(b)(1) and Cal. Civ. Code § 3439.05**

10 (Defendant Grant Thornton)

11 262. The foregoing and following paragraphs are hereby incorporated by reference as if  
12 fully set forth herein.

13 263. Plaintiff is a California limited liability company and is the Liquidating Trustee  
14 duly appointed under the Chapter 11 Liquidating Plan ("Plan") of CTG, which was confirmed by  
15 order entered March 2, 2018 ("Confirmation Order").

16 264. The Liquidating Trustee was appointed as of the Effective Date of the Plan, April  
17 2, 2018.

18 265. Pursuant to the Confirmation Order and the Plan, the Liquidating Trustee was  
19 granted requisite standing and authority to prosecute and pursue causes of action held by the  
20 Debtor and Debtor's bankruptcy estate.

21 266. CTG made multiple post-petition payments to Grant Thornton, as follows:

22  
23 a) \$3,562.00 on February 8, 2017;  
24  
25 b) \$26,000.00 on March 2, 2017;  
26  
27 c) \$20,800.00 on March 15, 2017;  
28

- d) \$20,800 on April 20, 2017; and
- e) \$51,220.00 on April 26, 2017.

267. Grant Thornton was not, and never has been, employed and authorized to perform services for CTG pursuant to 11 U.S.C. § 327, and to be compensated for such services pursuant to 11 U.S.C. § 330.

268. CRA is informed and believes, and based thereon alleges, that some, if not all, of the post-petition payments CTG made to Grant Thornton were payments made for services performed for non-debtor, third party entities.

269. CRA is informed and believes, and based thereon alleges, that Grant Thornton was not, and never has been, authorized either by an order of this Court or any provision of the Bankruptcy Code to receive payment from CTG for services Grant Thornton performed for any non-debtor third party.

270. CRA is informed and believes, and based thereon alleges, that CTG received less than reasonably equivalent value in exchange for any payments made to Grant Thornton that were made for services performed for the benefit of a non-debtor third party.

271. The Trustee is informed and believes, and based thereon alleges, that CTG was insolvent at the time the post-petition payments to Grant Thornton were made.

272. There were multiple creditors asserting unsecured claims against the estate of CTG at the time of CTG's transfers to Grant Thornton. Those creditors are listed in the attached

## Schedule A.

273. Grant Thornton was the initial transferee/recipient of the payments.

274. CTG's payments to Grant Thornton are voidable pursuant to 11 U.S.C. § 544(b)(1) and Cal. Civ. Code § 3439.05, and recoverable by the Trustee for the benefit of this estate pursuant to 11 U.S.C. §550(a)(1).

**L. Avoidance and Recovery of Preferential Transfers Pursuant to 11 U.S.C. §547**

*(Defendants Mezzanine Lenders)*

275. The foregoing and following paragraphs are hereby incorporated by reference as if fully set forth herein.

276. In March 2016, CTG transferred \$7,264,770.39 to Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P.

277. In March 2016, CTG transferred \$7,263,263.90 to Avante Mezzanine Partners SBIC, LP.

278. In March 2016, CTG transferred \$1,340.39 to Avante Mezzanine Partners II, Inc.

279. From October 2015 to December 2015, CTG transferred \$230,144.68 to Fidus Investment Corporation and Fidus Mezzanine Capital II, L.P. The transfers are itemized in the attached **Schedule B**.

280. From October 2015 to February 2016, CTG transferred \$229,055.30 to Avante Mezzanine Partners SBIC, LP and Avante Mezzanine Partners II, Inc. from December 2013 to February 2016. The transfers are itemized in the attached **Schedule B**.

281. Plaintiff's research and receipt of public records do not reflect any perfected lien by the Mezzanine Lenders as to CTG. Therefore, at best, they would be another unsecured creditor of CTG and should have shared loan repayments with the other unsecured creditors.

282. Each of the Preferential Transfers was made within one (1) year prior to the Petition Date (“Preference Period”).

1           283. The Mezzanine Lenders were insiders of CTG as defined in 11 U.S.C. §101(31),  
2 when each of the preferential transfers were made.

3           284. The Preferential Transfers were made from property of the Debtor.

4           285. The Mezzanine Lenders were creditors of CTG at the time of the Preferential  
5 Transfers within the meaning of 11 U.S.C. § 101(10)(A). At the time of the Preferential Transfers,  
6 the Mezzanine Lenders had a right to payment on account of an obligation owed to the Mezzanine  
7 Lenders by CTG.

8           286. Each of the Preferential Transfers was made on account of an antecedent debt owed  
9 by CTG to the Mezzanine Lenders before the Preferential Transfers were made. The Preferential  
10 Transfers were each made on account of a debt obligation for which CTG was legally bound to  
11 pay to the Mezzanine Lenders pursuant to the terms of a loan and investment agreement.

12           287. The Preferential Transfers were to or for the benefit of a creditor within the  
13 meaning of 11 U.S.C. § 547(b)(1) because the Preferential Transfers either reduced or fully  
14 satisfied a debt then owed by CTG to the Mezzanine Lenders.

15           288. CTG was insolvent at the time of the Preferential Transfers in that the sum of its  
16 debts was greater than the fair value of its assets, within the meaning of 11 U.S.C. § 101(32)(A)  
17 and 11 U.S.C. § 547(b)(3).

18           289. By reason of the Preferential Transfers, the Mezzanine Lenders received more on  
19 account of her claim than the Mezzanine Lenders would receive if this case were a case under  
20 Chapter 7 of the Bankruptcy Code, the Preferential Transfers had not been made, and the  
21 Mezzanine Lenders received payment of such debt to the extent provided by the provisions of  
22 the Bankruptcy Code.

1 290. As of the date hereof, the Defendant has not returned any of the Preferential  
2 Transfers to the Debtor.

3 291. The Plaintiff is entitled to an order and judgment pursuant to 11 U.S.C. § 547 that  
4 avoids the Preferential Transfers.

5  
6 **VII.**  
7 **JURY DEMAND**

8 Plaintiff demands a trial by jury.

9  
10 **VIII.**  
11 **PRAYER FOR RELIEF**

12 WHEREFORE PREMISES CONSIDERED, upon final trial, CTG prays for the following  
13 relief:

14 (a) Actual, consequential, and punitive damages against Defendants in an amount to  
15 be proven at trial;  
16 (b) Disgorgement and forfeiture;  
17 (c) Reasonable and necessary attorneys' fees and court costs;  
18 (d) Prejudgment and post-judgment interest at the highest lawful rates; and  
19 (e) All such other relief to which CTG may show itself to be justly entitled.

20 Respectfully submitted,

21   
22 Edward Jason Dennis  
23 jdennis@lynllp.com  
24 Samuel B. Hardy  
25 shardy@lynllp.com  
26 Christian Orozco  
27 California State Bar No. 285723  
28 corozco@lynllp.com  
29 **Lynn Pinker Cox & Hurst, LLP**  
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31 Dallas, Texas 75201

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2 (214) 981-3839 - Facsimile

3 **Special Litigation Counsel for**  
4 **Corporate Recovery Associates, LLC,**  
5 **Trustee for the Liquidating Trust of**  
6 **Debtor Channel Technologies Group, LLC**

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**SCHEDULE A**

**CTG's Unsecured Creditors**

ACF COMPONENTS & FASTENERS INC  
ADVANCED CERAMIC TECHNOLOGY  
ADVANCED GEOENVIRONMENTAL, INC  
ADVANCED MEASUREMENT MACHINES, INC  
AIR SCIENCE  
ALION  
ALL WAYS CLEAN  
ALL-CAL EQUIPMENT SERVICES INC.  
ALLIANCE FINISHING & MANUFACTURING  
ALLIED ELECTRONICS, INC.  
ALLSTAR MAGNETICS, LLC  
ALTA PROPERTIES, INC. AKA CHANNEL TECHNOLOGIES, INC.  
AMAZON.COM  
AMERICAN DICING, INC.  
ANDON ELECTRONICS CORPORATION  
ANTHEM BLUE CROSS  
APPLIED CERAMICS INC  
AQUA SYSTEMS, INC.  
AQUA-FLO SUPPLY  
ASSOCIATED VACUUM SERVICES  
ASTRO INDUSTRIES, INC.  
AT&T  
AZ SAFETY  
BAE SYSTEMS INFORMATION AND ELECTRONIC SYSTEMS INTEGRATION INC.  
BAGHOUSE SERVICES, INC.  
BAY ALARM COMPANY  
BECKMAN SOFTWARE ENGINEERING  
BORRMANN METAL CENTER  
BRENNTAG SPECIALTIES  
BRYLEN TECHNOLOGIES  
BURKE INDUSTRIES  
CAL COAST LOCKSMITHS  
CAL WEST ENVIRONMENTAL SERVICES, INC.  
CALIFORNIA METAL & SUPPLY, INC.  
CANON FINANCIAL SERVICES, INC.  
CCT PLASTICS  
CEC ELECTRICAL SERVICES

1 CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS, ON BEHALF OF ITS AFFILIATES  
2 AND SUBSIDIARIES  
3 CHANNEL CITY LUMBER  
4 CINCINNATI TESTING LABORATORIES, INC.  
5 CINTAS DOCUMENT MANAGEMENT  
6 CIREXX INTERNATIONAL, INC.  
7 CNC MACHINING, INC  
8 COAST CARPET CLEANING  
9 COAST FLUID-AIRE  
10 COCA COLA BOTTLING COMPANY OF NORTHERN NEW ENGLAND  
11 COMCAST  
12 COMPASS PUBLICATIONS  
13 CONTINENTAL DIAMOND TOOL CORP  
14 COONER WIRE  
15 COOPER CROUSE-HINDS, LLC  
16 COR-BRIDGE, INC.  
17 CREATIVE MATERIALS, INC.  
18 CTS CORPORATION - BOLINGBROOK  
19 CTS ELECTRONIC COMPONENTS, INC.  
20 DAY ASSOCIATES, INC.  
21 DIGI-KEY CORP 2021196  
22 DOCUPRODUCTS CORPORATION  
23 EIS, INC  
24 ELITE METAL FINISHING  
25 ELLSWORTH ADHESIVES  
26 ENGINEERED SYNTACTIC SYSTEMS  
27 ENTERPRISE RIDESHARE  
28 ENVIRONMENT ASSOCIATES INC  
29 FARO TECHNOLOGIES INC.  
30 FEDEX  
31 FEDEX FREIGHT  
32 FGL ENVIRONMENTAL  
33 FIRST CHOICE  
34 FORUM US, INC. DBA SYNTech  
35 FRC-ELECTRICAL INDUSTRIES  
36 FRONTIER COMMUNICATIONS  
37 GASKET SPECIALTIES, INC  
38 GIFFIN RENTAL CORP  
39 GLENAIR, INC.  
40 GLOBAL INDUSTRIAL EQUIPMENT  
41 GOLETA VALLEY PAINT

1 GRAINGER  
2 GRAY LIFT  
3 GREENE RUBBER COMPANY INC  
4 HANNA, CHERYL  
5 HENKEL COPRORATION  
6 HERAEUS PRECIOUS METALS NORTH AMERICA  
7 HIRERIGHT, LLC  
8 IAR SYSTEMS SOFTWARE  
9 IGO'S WELDING SUPPLY CO., INC.  
10 IMARC  
11 IMPULSE ADVANCED COMMUNIC  
12 INTERSTATE RIGGING, LLC  
13 J.R. BARTO HEATING AIR CONDITIONING & SHEET METAL, INC  
14 JOY EQUIPMENT PROTECTION, INC  
15 KADCO CERAMICS  
16 KATS ENTERPRISES, LLC  
17 KAVINELLI & SON PLUMBING & HEATING, INC.  
18 KAYO DENSHI CO  
19 KEMLON PRODUCTS  
20 KRAYDEN INC  
21 LANDSBERG  
22 LANDSBERG ORORA  
23 LASER SERVICES  
24 LAWRENCE E. PRICE  
25 LEAF CAPITAL FUNDING, LLC  
26 LEIDOS, INC.  
27 LIGHTHOUSE PLACEMENT SERVICES  
28 LINDSTROM, BRENT A.  
19 LINTEC OF AMERICA, INC.  
20 LOCKHEED MARTIN CORPORATION - ROTARY AND MISSION SYSTEMS  
21 M & J ENGINEERING  
22 MACARTNEY INC, NORTHEAST  
23 MACHINE EXPERIENCE & DESIGN  
24 MANTRA COMPUTING, INC.  
25 MARBORG INDUSTRIES  
26 MASLENNIKOV, NIKOLAY  
27 MCMASTER-CARR SUPPLY CO  
28 METALMART INTERNATIONAL, INC  
29 METTLER TOLEDO  
30 MILLS MACHINE WORKS, INC.  
31 MINITAB, INC

1 MISSION LINEN SUPPLY  
2 MI-TECH METALS, INC.  
3 MOBILE MINI  
4 MORGAN ADVANCED CERAMICS, INC.  
5 MORGAN TECHNICAL CERAMICS  
6 MOUSER ELECTRONICS  
7 MSC INDUSTRIAL SUPPLY COMPANY  
8 NATIONAL INSTRUMENTS  
9 NATIONAL WIRE & CABLE CORP  
10 NEW ENGLAND COPY SPECIALISTS  
11 NORTHERN TOOL + EQUIPMENT  
12 NORTHROP GRUMMAN SYSTEMS CORPORATION  
13 NRL & ASSOCIATES INC.  
14 NSL ANALYTICAL SERVICES, INC  
15 OFFICEMAX  
16 OMEGA ENGINEERING  
17 OMNI OXIDE CORP  
18 ONE WAY INDUSTRIAL SUPPLY INC  
19 ONLINESHOPSTORES.COM  
20 ORTEGA, ARTURO  
21 PACIFICA SUITES HOTEL  
22 PHILLIPS, RALPH  
23 PHOENIX INTL HOLDINGS  
24 PLEX SYSTEMS, INC  
25 PPG AEROSPACE  
26 PRAIRIE CERAMICS CORP  
27 PRAXAIR DISTRIBUTION INC.  
28 PRECISION SCREW MACHINE PROD  
19 PROTECTIVE WEATHER STRUCTURES, INC.  
20 PROTO LABS, INC.  
21 QUALITY MAGNETICS CORPORATION  
22 QUICKPARTS.COM, INC  
23 R.S. HUGHES CO, INC.  
24 RACO INDUSTRIES LLC  
25 RAMADA SANTA BARBARA  
26 RINCON ENGINEERING CORP.  
27 RONCELLI PLASTICS, INC.  
28 S L FUSCO, INC.  
29 SANSUM CLINIC OCC. MEDICINE  
30 SANTA BARBARA IND. FINISHING  
31 SCHMIDT, GERALD E.

1 SCIENCE APPLICATION INTERNATIONAL  
2 SDS SPRAY DRYING SYSTEMS INC  
3 SEA TECHNOLOGY  
4 SEACON/BRANTNER & ASSOC., INC.  
5 SEFAR INC  
6 SHAWSHEEN AIR SERVICES, INC  
7 SOTHEAR JOHNNY SUY  
8 SOUTHERN CALIFORNIA EDISON COMPANY  
9 SOUTHWEST IMPREGLON SALES, INC.  
10 SPARKLETT'S  
11 SPECIALTY TOOL LTD.  
12 SPECTRUM CHEMICAL MFG CORP  
13 SPHERION  
14 SPRAY DRYING SYSTEMS, INC.  
15 STAPLES BUSINESS ADVANTAGE  
16 STEVEN L. RENICK  
17 SUN CONFERENCE  
18 SUNSHINE METALS  
19 SURMET CORPORATION  
20 TEST EQUITY, INC.  
21 THE RYDING COMPANY  
22 TJ ASSEMBLIES  
23 TRAMONTO CIRCUITS  
24 TRS CERAMICS, INC., DBA TRS TECHNOLOGIES  
25 TTE FILTERS, LLC  
26 TURKANA  
27 ULINE SHIPPING SUPPLIES  
28 UNITED PARCEL SERVICE DOMESTIC  
19 UNITED STATES DEPARTMENT OF DEFENSE  
20 UPS  
21 UT SYSTEM OBO UT AT AUSTIN  
22 UTZ, LLC  
23 VAGA INDUSTRIES  
24 VALLEY SEAL COMPANY  
25 VALUE BASED SOLUTIONS LLC  
26 VERIZON WIRELESS  
27 VOLT  
28 VWR INTERNATIONAL LLC  
26 W.W. GRAINGER  
27 WATER STORE  
28 WHALING WEST PACKAGING CORP

WILLIAMS CONSULTING

## SCHEDULE B

*GRANT THORNTON, LLP*

Date	Initial Transferee	Amount	Beneficiary
1/25/13	GRANT THORNTON LLP	\$13,127.08	BW Piezo
2/22/13	GRANT THORNTON LLP	\$11,440.00	BW Piezo
3/15/13	GRANT THORNTON LLP	\$8,580.00	BW Piezo
3/15/13	GRANT THORNTON LLP	\$8,580.00	BW Piezo
3/15/13	GRANT THORNTON LLP	\$8,580.00	BW Piezo
5/1/13	GRANT THORNTON LLP	\$10,592.00	BW Piezo
5/31/13	GRANT THORNTON LLP	\$27,987.00	BW Piezo
6/14/13	GRANT THORNTON LLP	\$8,174.00	BW Piezo
10/28/13	GRANT THORNTON LLP	\$2,964.00	BW Piezo; CTG Advanced Materials
11/15/13	GRANT THORNTON LLP	\$1,404.00	BW Piezo; CTG Advanced Materials
12/9/13	GRANT THORNTON LLP	\$17,928.00	BW Piezo; CTG Advanced Materials

1	4/30/14	GRANT THORNTON LLP	\$32,760.00	BW Piezo; CTG Advanced Materials
2	5/7/14	GRANT THORNTON LLP	\$17,020.00	BW Piezo; CTG Advanced Materials
3	7/9/14	GRANT THORNTON LLP	\$101,181.00	BW Piezo; CTG Advanced Materials
4	7/23/14	GRANT THORNTON LLP	\$39,115.52	BW Piezo; CTG Advanced Materials
5	7/30/14	GRANT THORNTON LLP	\$17,680.00	BW Piezo; CTG Advanced Materials
6	8/7/14	GRANT THORNTON LLP	\$2,600.00	BW Piezo; CTG Advanced Materials
7	10/15/14	GRANT THORNTON LLP	\$3,796.00	BW Piezo; CTG Advanced Materials
8	12/10/14	GRANT THORNTON LLP	\$2,480.00	BW Piezo; CTG Advanced Materials
9	4/3/15	GRANT THORNTON LLP	\$14,204.01	BW Piezo; CTG Advanced Materials
10	4/16/15	GRANT THORNTON LLP	\$15,600.00	BW Piezo; CTG Advanced Materials
11	4/23/15	GRANT THORNTON LLP	\$37,401.27	BW Piezo; CTG Advanced Materials
12	5/7/15	GRANT THORNTON LLP	\$66,568.84	BW Piezo; CTG Advanced Materials
13	5/13/15	GRANT THORNTON LLP	\$30,420.00	BW Piezo; CTG Advanced Materials
14	5/21/15	GRANT THORNTON LLP	\$2,600.00	BW Piezo; CTG Advanced Materials

1	7/24/15	GRANT THORNTON LLP	\$16,640.00	BW Piezo; CTG Advanced Materials
2	10/8/15	GRANT THORNTON LLP	\$18,352.91	BW Piezo; CTG Advanced Materials
3	11/5/15	GRANT THORNTON LLP	\$8,060.00	BW Piezo; CTG Advanced Materials
4	4/7/16	GRANT THORNTON LLP	\$18,200.00	BW Piezo; CTG Advanced Materials
5	5/13/16	GRANT THORNTON LLP	\$109,135.77	BW Piezo; CTG Advanced Materials
6	5/13/16	GRANT THORNTON LLP	\$109,135.77	BW Piezo; CTG Advanced Materials
7	5/13/16	GRANT THORNTON LLP	\$30,145.00	BW Piezo; CTG Advanced Materials
8	5/20/16	GRANT THORNTON LLP	\$78,990.77	BW Piezo; CTG Advanced Materials
9	6/24/16	GRANT THORNTON LLP	\$43,456.97	BW Piezo; CTG Advanced Materials
10	6/24/16	GRANT THORNTON LLP	\$43,456.97	BW Piezo; CTG Advanced Materials
11	6/24/16	GRANT THORNTON LLP	\$43,456.97	BW Piezo; CTG Advanced Materials
12	8/12/16	GRANT THORNTON LLP	\$11,880.00	BW Piezo; CTG Advanced Materials
13	8/19/16	GRANT THORNTON LLP	\$7,020.00	BW Piezo; CTG Advanced Materials
14	8/19/16	GRANT THORNTON LLP	\$7,020.00	BW Piezo; CTG Advanced Materials

1	8/19/16	GRANT THORNTON LLP	\$7,020.00	BW Piezo; CTG Advanced Materials
2	2/8/17	GRANT THORNTON LLP	\$3,562.00	BW Piezo; CTG Advanced Materials
3	3/2/17	GRANT THORNTON LLP	\$26,000.00	BW Piezo; CTG Advanced Materials
4	3/15/17	GRANT THORNTON LLP	\$20,800.00	BW Piezo; CTG Advanced Materials
5	<b>Total</b>		<b>\$1,105,115.85</b>	

1 *HOLLAND & KNIGHT*

2 Date	3 Initial 4 Transferee	5 Amount	6 Beneficiary
12/20/12	HOLLAND & KNIGHT,LLP	\$10,938.16	BW Piezo
12/20/12	HOLLAND & KNIGHT,LLP	\$4,317.20	BW Piezo
12/20/12	HOLLAND & KNIGHT,LLP	\$39,292.67	BW Piezo
1/18/13	HOLLAND & KNIGHT,LLP	\$6,772.42	BW Piezo
1/31/13	HOLLAND & KNIGHT,LLP	\$7,172.04	BW Piezo
1/31/13	HOLLAND & KNIGHT,LLP	\$7,172.04	BW Piezo
1/31/13	HOLLAND & KNIGHT,LLP	\$7,172.04	BW Piezo
2/22/13	HOLLAND & KNIGHT,LLP	\$31,320.10	BW Piezo
3/15/13	HOLLAND & KNIGHT,LLP	\$3,460.50	BW Piezo
3/15/13	HOLLAND & KNIGHT,LLP	\$3,460.50	BW Piezo
3/15/13	HOLLAND & KNIGHT,LLP	\$3,460.50	BW Piezo
5/1/13	HOLLAND & KNIGHT,LLP	\$54,290.58	BW Piezo
5/31/13	HOLLAND & KNIGHT,LLP	\$7,050.96	BW Piezo
11/6/13	HOLLAND & KNIGHT,LLP	\$69,039.09	BW Piezo; CTG Advanced Materials
12/30/13	HOLLAND & KNIGHT,LLP	\$61,155.89	BW Piezo; CTG Advanced Materials
1/24/14	HOLLAND & KNIGHT,LLP	\$68,125.30	BW Piezo; CTG Advanced Materials
3/6/14	HOLLAND & KNIGHT,LLP	\$2,493.36	BW Piezo; CTG Advanced Materials
4/18/14	HOLLAND & KNIGHT,LLP	\$8,437.54	BW Piezo; CTG Advanced Materials

1	5/7/14	HOLLAND & KNIGHT,LLP	\$5,985.10	BW Piezo; CTG Advanced Materials
2	5/16/14	HOLLAND & KNIGHT,LLP	\$2,970.00	BW Piezo; CTG Advanced Materials
3	7/15/14	HOLLAND & KNIGHT,LLP	\$21,968.55	BW Piezo; CTG Advanced Materials
4	7/30/14	HOLLAND & KNIGHT,LLP	\$15,757.56	BW Piezo; CTG Advanced Materials
5	9/5/14	HOLLAND & KNIGHT,LLP	\$18,105.15	BW Piezo; CTG Advanced Materials
6	10/15/14	HOLLAND & KNIGHT,LLP	\$128,005.31	BW Piezo; CTG Advanced Materials
7	11/5/14	HOLLAND & KNIGHT,LLP	\$207.50	BW Piezo; CTG Advanced Materials
8	11/12/14	HOLLAND & KNIGHT,LLP	\$9,802.14	BW Piezo; CTG Advanced Materials
9	11/26/14	HOLLAND & KNIGHT,LLP	\$23,093.92	BW Piezo; CTG Advanced Materials
10	12/30/14	HOLLAND & KNIGHT,LLP	\$92,009.26	BW Piezo; CTG Advanced Materials
11	1/29/15	HOLLAND & KNIGHT,LLP	\$690.00	BW Piezo; CTG Advanced Materials
12	3/4/15	HOLLAND & KNIGHT,LLP	\$15,498.25	BW Piezo; CTG Advanced Materials
13	4/3/15	HOLLAND & KNIGHT,LLP	\$8,125.67	BW Piezo; CTG Advanced Materials
14	5/1/15	HOLLAND & KNIGHT,LLP	\$3,091.54	BW Piezo; CTG Advanced Materials
15	6/1/15	HOLLAND & KNIGHT,LLP	\$4,598.68	BW Piezo; CTG Advanced Materials
16	6/4/15	HOLLAND & KNIGHT,LLP	\$216.00	BW Piezo; CTG Advanced Materials
17	6/12/15	HOLLAND & KNIGHT,LLP	\$11,046.23	BW Piezo; CTG Advanced Materials
18	7/1/15	HOLLAND & KNIGHT,LLP	\$875.00	BW Piezo; CTG Advanced Materials
19	10/15/15	HOLLAND & KNIGHT,LLP	\$5,589.58	BW Piezo; CTG Advanced Materials
20	12/18/15	HOLLAND & KNIGHT,LLP	\$3,403.50	BW Piezo; CTG Advanced Materials

1	1/22/16	HOLLAND & KNIGHT,LLP	\$3,840.81	BW Piezo; CTG Advanced Materials
2	2/24/16	HOLLAND & KNIGHT,LLP	\$6,144.50	BW Piezo; CTG Advanced Materials
3	9/30/16	HOLLAND & KNIGHT,LLP	\$13,424.00	BW Piezo; CTG Advanced Materials
5	<b>Total</b>		<b>\$789,579.14</b>	

1 *DUFF & PHELPS*

2 <b>Date</b>	3 <b>Initial Transferee</b>	4 <b>Amount</b>	5 <b>Beneficiary</b>
4/3/15	DUFF & PHELPS, LLC	\$36,995.00	BW Piezo; CTG Advanced Materials

1 *AVANTE MEZZANINE PARTNERS SBIC, LP*

Date	Initial Transferee	Amount	Beneficiary
12/19/13	AVANTE MEZZANINE PARTNERS SBIC, LP	\$195,319.45	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3/26/14	AVANTE MEZZANINE PARTNERS SBIC, LP	\$214,375.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6/30/14	AVANTE MEZZANINE PARTNERS SBIC, LP	\$216,756.95	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8/14/14	AVANTE MEZZANINE PARTNERS SBIC, LP	\$497.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9/30/14	AVANTE MEZZANINE PARTNERS SBIC, LP	\$219,138.89	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12/31/14	AVANTE MEZZANINE PARTNERS SBIC, LP	\$219,138.89	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3/31/15	AVANTE MEZZANINE PARTNERS SBIC, LP	\$214,375.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6/30/15	AVANTE MEZZANINE PARTNERS SBIC, LP	\$216,756.95	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7/16/15	AVANTE MEZZANINE PARTNERS SBIC, LP	\$3,803.67	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9/30/15	AVANTE MEZZANINE	\$228,083.34	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	PARTNERS SBIC, LP		
2	12/31/15	AVANTE MEZZANINE PARTNERS SBIC, LP	\$228,083.34
3	2/18/16	AVANTE MEZZANINE PARTNERS SBIC, LP	\$971.96
4	<b>Total</b>		<b>\$1,957,300.44</b>

1  
2 **BLUE WOLF CAPITAL PARTNERS**  
3

Date	Initial Transferee	Amount	Beneficiary
1/10/13	BLUE WOLF CAPITAL PARTNERS	\$84,375.00	Blue Wolf Capital Partners
2/1/13	BLUE WOLF CAPITAL PARTNERS	\$77,700.51	Blue Wolf Capital Partners
3/28/13	BLUE WOLF CAPITAL PARTNERS	\$84,375.00	Blue Wolf Capital Partners
4/25/13	BLUE WOLF CAPITAL PARTNERS	\$39,923.90	Blue Wolf Capital Partners
7/11/13	BLUE WOLF CAPITAL PARTNERS	\$84,375.00	Blue Wolf Capital Partners
10/24/13	BLUE WOLF CAPITAL PARTNERS	\$35,767.67	Blue Wolf Capital Partners
10/15/13	BLUE WOLF CAPITAL PARTNERS	\$84,375.00	Blue Wolf Capital Partners
10/10/13	BLUE WOLF CAPITAL PARTNERS	\$116,589.50	Blue Wolf Capital Partners
1/9/14	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners
4/10/14	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners
7/2/14	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners
10/16/14	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners
1/9/15	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners

1	4/7/15	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners
2	7/3/15	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners
3	10/16/15	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners
4	12/18/15	BLUE WOLF CAPITAL PARTNERS	\$126,848.63	Blue Wolf Capital Partners
5	5/13/16	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners
6	5/13/16	BLUE WOLF CAPITAL PARTNERS	\$125,000.00	Blue Wolf Capital Partners
7	<b>Total</b>		<b>\$1,984,330.21</b>	
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1 *CIT BANK, N.A.*

2 <b>Date</b>	3 <b>Initial Transferee</b>	4 <b>Amount</b>	5 <b>Beneficiary</b>
5/31/13	CIT BANK, N.A.	\$14,259.96	BW Piezo
6/28/13	CIT BANK, N.A.	\$1,597.09	BW Piezo
6/28/13	CIT BANK, N.A.	\$17,618.77	BW Piezo
7/24/13	CIT BANK, N.A.	\$120,213.65	BW Piezo
7/31/13	CIT BANK, N.A.	\$20,937.22	BW Piezo
7/31/13	CIT BANK, N.A.	\$20,937.22	BW Piezo
8/29/13	CIT BANK, N.A.	\$21,376.97	BW Piezo
9/30/13	CIT BANK, N.A.	\$20,577.06	BW Piezo
10/11/13	CIT BANK, N.A.	\$1,000,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10/23/13	CIT BANK, N.A.	\$500,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10/23/13	CIT BANK, N.A.	\$200,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11/14/13	CIT BANK, N.A.	\$129,524.89	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11/14/13	CIT BANK, N.A.	\$129,524.89	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11/25/13	CIT BANK, N.A.	\$300,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12/13/13	CIT BANK, N.A.	\$129,340.44	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12/19/13	CIT BANK, N.A.	\$460,700.28	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12/20/13	CIT BANK, N.A.	\$1,840.94	BW Piezo; CTG Advanced Materials; Electro Optical Industries
1/6/14	CIT BANK, N.A.	\$400,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	1/8/14	CIT BANK, N.A.	\$500,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	1/15/14	CIT BANK, N.A.	\$123,853.42	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	1/15/14	CIT BANK, N.A.	\$123,853.42	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	2/3/14	CIT BANK, N.A.	\$1,964.53	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	2/3/14	CIT BANK, N.A.	\$1,964.53	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	2/4/14	CIT BANK, N.A.	\$200,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	2/12/14	CIT BANK, N.A.	\$139,996.06	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	2/12/14	CIT BANK, N.A.	\$139,996.06	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	2/20/14	CIT BANK, N.A.	\$575,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	3/3/14	CIT BANK, N.A.	\$1,714.42	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	3/3/14	CIT BANK, N.A.	\$1,714.42	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	3/3/14	CIT BANK, N.A.	\$1,714.42	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	3/13/14	CIT BANK, N.A.	\$116,517.08	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	3/13/14	CIT BANK, N.A.	\$116,517.08	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	3/13/14	CIT BANK, N.A.	\$116,517.08	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	3/26/14	CIT BANK, N.A.	\$387,500.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	3/26/14	CIT BANK, N.A.	\$387,500.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	3/26/14	CIT BANK, N.A.	\$387,500.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	3/28/14	CIT BANK, N.A.	\$400,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	3/31/14	CIT BANK, N.A.	\$40,991.98	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	3/31/14	CIT BANK, N.A.	\$100,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	3/31/14	CIT BANK, N.A.	\$40,991.98	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	3/31/14	CIT BANK, N.A.	\$40,991.98	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	4/2/14	CIT BANK, N.A.	\$1,896.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	4/2/14	CIT BANK, N.A.	\$1,896.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	4/4/14	CIT BANK, N.A.	\$50,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	4/14/14	CIT BANK, N.A.	\$1,517.45	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	4/14/14	CIT BANK, N.A.	\$1,517.45	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	4/14/14	CIT BANK, N.A.	\$1,517.45	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	4/16/14	CIT BANK, N.A.	\$400,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	4/17/14	CIT BANK, N.A.	\$195,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	4/22/14	CIT BANK, N.A.	\$100,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	4/22/14	CIT BANK, N.A.	\$142,764.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	4/22/14	CIT BANK, N.A.	\$20,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	4/22/14	CIT BANK, N.A.	\$142,764.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	4/30/14	CIT BANK, N.A.	\$700,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	4/30/14	CIT BANK, N.A.	\$450,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	5/6/14	CIT BANK, N.A.	\$2,017.13	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	5/6/14	CIT BANK, N.A.	\$2,017.13	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	5/6/14	CIT BANK, N.A.	\$2,017.13	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	5/8/14	CIT BANK, N.A.	\$500,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	5/14/14	CIT BANK, N.A.	\$1,467.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	5/14/14	CIT BANK, N.A.	\$1,467.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	5/14/14	CIT BANK, N.A.	\$1,467.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	5/14/14	CIT BANK, N.A.	\$1,467.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	5/14/14	CIT BANK, N.A.	\$1,467.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	5/15/14	CIT BANK, N.A.	\$400,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	5/22/14	CIT BANK, N.A.	\$121,880.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	5/22/14	CIT BANK, N.A.	\$121,880.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	5/22/14	CIT BANK, N.A.	\$121,880.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	5/22/14	CIT BANK, N.A.	\$121,880.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	5/22/14	CIT BANK, N.A.	\$121,880.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	5/23/14	CIT BANK, N.A.	\$200,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	6/5/14	CIT BANK, N.A.	\$1,894.66	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	6/16/14	CIT BANK, N.A.	\$1,613.73	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	6/23/14	CIT BANK, N.A.	\$11,727.34	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	6/30/14	CIT BANK, N.A.	\$573,620.27	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	7/2/14	CIT BANK, N.A.	\$400,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	7/2/14	CIT BANK, N.A.	\$100,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	7/2/14	CIT BANK, N.A.	\$35,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
21	7/7/14	CIT BANK, N.A.	\$1,895.30	BW Piezo; CTG Advanced Materials; Electro Optical Industries
22	7/7/14	CIT BANK, N.A.	\$1,895.30	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	7/7/14	CIT BANK, N.A.	\$1,895.30	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	7/9/14	CIT BANK, N.A.	\$245,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	7/9/14	CIT BANK, N.A.	\$1,500,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	7/16/14	CIT BANK, N.A.	\$1,467.25	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	7/16/14	CIT BANK, N.A.	\$1,467.25	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	7/16/14	CIT BANK, N.A.	\$600,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	7/16/14	CIT BANK, N.A.	\$1,467.25	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	7/16/14	CIT BANK, N.A.	\$12,475.37	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	7/16/14	CIT BANK, N.A.	\$12,475.37	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	7/18/14	CIT BANK, N.A.	\$700,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	7/23/14	CIT BANK, N.A.	\$11,008.12	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	7/23/14	CIT BANK, N.A.	\$11,008.12	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	7/23/14	CIT BANK, N.A.	\$11,008.12	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	7/31/14	CIT BANK, N.A.	\$113,038.13	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	8/1/14	CIT BANK, N.A.	\$600,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	8/7/14	CIT BANK, N.A.	\$1,896.81	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	8/7/14	CIT BANK, N.A.	\$1,896.81	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	8/8/14	CIT BANK, N.A.	\$119,968.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	8/13/14	CIT BANK, N.A.	\$189,295.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	8/14/14	CIT BANK, N.A.	\$1,467.34	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	8/14/14	CIT BANK, N.A.	\$1,467.34	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	8/21/14	CIT BANK, N.A.	\$11,011.88	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	8/28/14	CIT BANK, N.A.	\$105,877.54	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	8/28/14	CIT BANK, N.A.	\$70,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	8/28/14	CIT BANK, N.A.	\$105,877.54	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	9/3/14	CIT BANK, N.A.	\$25,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	9/4/14	CIT BANK, N.A.	\$105,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	9/8/14	CIT BANK, N.A.	\$1,959.34	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	9/8/14	CIT BANK, N.A.	\$1,959.34	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	9/8/14	CIT BANK, N.A.	\$1,959.34	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	9/15/14	CIT BANK, N.A.	\$1,517.28	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	9/15/14	CIT BANK, N.A.	\$1,517.28	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	9/16/14	CIT BANK, N.A.	\$1,000,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	9/22/14	CIT BANK, N.A.	\$11,379.58	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	9/22/14	CIT BANK, N.A.	\$11,379.58	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	9/29/14	CIT BANK, N.A.	\$811,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	9/29/14	CIT BANK, N.A.	\$89,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	9/30/14	CIT BANK, N.A.	\$116,875.47	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	9/30/14	CIT BANK, N.A.	\$4,812.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	9/30/14	CIT BANK, N.A.	\$9,072.22	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	9/30/14	CIT BANK, N.A.	\$52,979.45	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	9/30/14	CIT BANK, N.A.	\$571,239.64	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	10/8/14	CIT BANK, N.A.	\$1,835.87	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	10/8/14	CIT BANK, N.A.	\$1,835.87	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	10/15/14	CIT BANK, N.A.	\$1,467.86	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	10/15/14	CIT BANK, N.A.	\$1,467.86	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	10/22/14	CIT BANK, N.A.	\$11,008.75	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	10/22/14	CIT BANK, N.A.	\$11,008.75	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	10/22/14	CIT BANK, N.A.	\$11,008.75	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	10/29/14	CIT BANK, N.A.	\$125,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	10/30/14	CIT BANK, N.A.	\$400,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	10/31/14	CIT BANK, N.A.	\$111,684.22	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	10/31/14	CIT BANK, N.A.	\$200,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	10/31/14	CIT BANK, N.A.	\$111,684.22	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	10/31/14	CIT BANK, N.A.	\$111,684.22	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	11/6/14	CIT BANK, N.A.	\$1,834.59	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	11/6/14	CIT BANK, N.A.	\$1,834.59	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	11/6/14	CIT BANK, N.A.	\$1,834.59	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	11/10/14	CIT BANK, N.A.	\$40,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	11/12/14	CIT BANK, N.A.	\$1,467.57	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	11/12/14	CIT BANK, N.A.	\$1,467.57	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	11/12/14	CIT BANK, N.A.	\$1,467.57	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	11/14/14	CIT BANK, N.A.	\$500,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	11/19/14	CIT BANK, N.A.	\$11,014.25	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	11/19/14	CIT BANK, N.A.	\$11,014.25	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	11/19/14	CIT BANK, N.A.	\$20,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	11/19/14	CIT BANK, N.A.	\$11,014.25	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	11/25/14	CIT BANK, N.A.	\$100,876.07	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	11/25/14	CIT BANK, N.A.	\$100,876.07	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	11/25/14	CIT BANK, N.A.	\$100,876.07	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	12/4/14	CIT BANK, N.A.	\$40,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	12/8/14	CIT BANK, N.A.	\$1,896.81	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	12/8/14	CIT BANK, N.A.	\$1,896.81	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	12/8/14	CIT BANK, N.A.	\$1,896.81	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	12/15/14	CIT BANK, N.A.	\$1,516.52	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	12/15/14	CIT BANK, N.A.	\$1,516.52	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	12/15/14	CIT BANK, N.A.	\$1,516.52	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	12/22/14	CIT BANK, N.A.	\$11,379.58	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	12/22/14	CIT BANK, N.A.	\$11,379.58	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	12/22/14	CIT BANK, N.A.	\$11,379.58	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	12/23/14	CIT BANK, N.A.	\$45,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	12/31/14	CIT BANK, N.A.	\$700,200.39	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	12/31/14	CIT BANK, N.A.	\$4,531.95	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	12/31/14	CIT BANK, N.A.	\$7,990.28	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	12/31/14	CIT BANK, N.A.	\$56,576.71	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	12/31/14	CIT BANK, N.A.	\$13,872.60	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	12/31/14	CIT BANK, N.A.	\$700,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	12/31/14	CIT BANK, N.A.	\$700,200.39	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	12/31/14	CIT BANK, N.A.	\$82,971.54	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	1/8/15	CIT BANK, N.A.	\$1,897.54	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	1/8/15	CIT BANK, N.A.	\$1,897.54	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	1/8/15	CIT BANK, N.A.	\$1,897.54	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	1/9/15	CIT BANK, N.A.	\$98,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	1/15/15	CIT BANK, N.A.	\$1,519.27	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	1/15/15	CIT BANK, N.A.	\$1,519.27	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	1/22/15	CIT BANK, N.A.	\$11,406.58	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	1/28/15	CIT BANK, N.A.	\$89,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	1/28/15	CIT BANK, N.A.	\$99,807.84	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	1/29/15	CIT BANK, N.A.	\$250,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	2/5/15	CIT BANK, N.A.	\$1,963.45	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	2/5/15	CIT BANK, N.A.	\$1,963.45	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	2/6/15	CIT BANK, N.A.	\$43,160.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	2/11/15	CIT BANK, N.A.	\$1,619.39	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	2/19/15	CIT BANK, N.A.	\$11,782.67	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	2/20/15	CIT BANK, N.A.	\$38,780.90	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	2/26/15	CIT BANK, N.A.	\$93,180.33	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	3/5/15	CIT BANK, N.A.	\$1,842.08	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	3/12/15	CIT BANK, N.A.	\$1,474.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	3/19/15	CIT BANK, N.A.	\$10,321.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	3/31/15	CIT BANK, N.A.	\$652,200.77	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	3/31/15	CIT BANK, N.A.	\$81,115.76	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	3/31/15	CIT BANK, N.A.	\$81,115.76	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	3/31/15	CIT BANK, N.A.	\$79,271.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	4/9/15	CIT BANK, N.A.	\$1,844.38	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	4/16/15	CIT BANK, N.A.	\$1,574.22	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	4/16/15	CIT BANK, N.A.	\$1,574.22	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	4/22/15	CIT BANK, N.A.	\$11,426.73	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	4/22/15	CIT BANK, N.A.	\$11,426.73	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	4/30/15	CIT BANK, N.A.	\$97,991.92	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	4/30/15	CIT BANK, N.A.	\$97,991.92	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	4/30/15	CIT BANK, N.A.	\$97,991.92	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	5/4/15	CIT BANK, N.A.	\$64,923.30	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	5/6/15	CIT BANK, N.A.	\$1,907.77	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	5/6/15	CIT BANK, N.A.	\$1,907.77	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	5/13/15	CIT BANK, N.A.	\$9,970.87	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	5/13/15	CIT BANK, N.A.	\$1,476.85	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	5/13/15	CIT BANK, N.A.	\$11,447.72	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	5/28/15	CIT BANK, N.A.	\$94,859.23	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	5/28/15	CIT BANK, N.A.	\$94,859.23	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	6/11/15	CIT BANK, N.A.	\$1,908.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	6/11/15	CIT BANK, N.A.	\$1,908.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	6/17/15	CIT BANK, N.A.	\$12,193.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	6/17/15	CIT BANK, N.A.	\$1,625.80	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	6/17/15	CIT BANK, N.A.	\$13,819.30	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	6/30/15	CIT BANK, N.A.	\$650,371.04	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	6/30/15	CIT BANK, N.A.	\$3,993.06	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	6/30/15	CIT BANK, N.A.	\$7,772.92	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	6/30/15	CIT BANK, N.A.	\$62,239.72	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	6/30/15	CIT BANK, N.A.	\$15,395.20	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	6/30/15	CIT BANK, N.A.	\$650,371.04	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	6/30/15	CIT BANK, N.A.	\$89,400.90	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	7/13/15	CIT BANK, N.A.	\$1,972.23	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	7/22/15	CIT BANK, N.A.	\$11,091.88	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	7/22/15	CIT BANK, N.A.	\$1,478.92	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	7/22/15	CIT BANK, N.A.	\$12,570.80	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	7/30/15	CIT BANK, N.A.	\$99,370.29	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	7/30/15	CIT BANK, N.A.	\$99,370.29	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	8/13/15	CIT BANK, N.A.	\$1,910.24	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	8/13/15	CIT BANK, N.A.	\$1,910.24	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	8/19/15	CIT BANK, N.A.	\$13,834.88	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	8/27/15	CIT BANK, N.A.	\$89,813.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	9/10/15	CIT BANK, N.A.	\$1,974.87	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	9/10/15	CIT BANK, N.A.	\$1,974.87	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	9/24/15	CIT BANK, N.A.	\$13,029.78	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	9/30/15	CIT BANK, N.A.	\$3,088.89	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	9/30/15	CIT BANK, N.A.	\$7,505.55	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	9/30/15	CIT BANK, N.A.	\$75,079.45	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	9/30/15	CIT BANK, N.A.	\$20,087.68	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	9/30/15	CIT BANK, N.A.	\$106,053.09	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	9/30/15	CIT BANK, N.A.	\$545,672.82	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	9/30/15	CIT BANK, N.A.	\$106,053.09	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	9/30/15	CIT BANK, N.A.	\$105,761.57	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	9/30/15	CIT BANK, N.A.	\$545,672.82	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	10/8/15	CIT BANK, N.A.	\$25,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	10/8/15	CIT BANK, N.A.	\$25,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	10/14/15	CIT BANK, N.A.	\$1,856.81	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	10/14/15	CIT BANK, N.A.	\$1,856.81	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	10/22/15	CIT BANK, N.A.	\$11,853.34	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	10/22/15	CIT BANK, N.A.	\$1,580.44	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	10/22/15	CIT BANK, N.A.	\$13,433.78	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	10/30/15	CIT BANK, N.A.	\$94,295.90	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	10/30/15	CIT BANK, N.A.	\$94,295.90	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	11/9/15	CIT BANK, N.A.	\$4,977.11	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	11/9/15	CIT BANK, N.A.	\$4,977.11	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	11/12/15	CIT BANK, N.A.	\$2,038.14	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	11/12/15	CIT BANK, N.A.	\$2,038.14	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	11/25/15	CIT BANK, N.A.	\$11,858.53	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	11/25/15	CIT BANK, N.A.	\$1,581.14	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	11/25/15	CIT BANK, N.A.	\$13,439.67	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	11/30/15	CIT BANK, N.A.	\$97,322.88	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	11/30/15	CIT BANK, N.A.	\$97,322.88	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2	12/9/15	CIT BANK, N.A.	\$9,815.49	BW Piezo; CTG Advanced Materials; Electro Optical Industries
3	12/9/15	CIT BANK, N.A.	\$11,111.87	BW Piezo; CTG Advanced Materials; Electro Optical Industries
4	12/9/15	CIT BANK, N.A.	\$20,927.36	BW Piezo; CTG Advanced Materials; Electro Optical Industries
5	12/16/15	CIT BANK, N.A.	\$1,852.92	BW Piezo; CTG Advanced Materials; Electro Optical Industries
6	12/31/15	CIT BANK, N.A.	\$2,190.97	BW Piezo; CTG Advanced Materials; Electro Optical Industries
7	12/31/15	CIT BANK, N.A.	\$842.36	BW Piezo; CTG Advanced Materials; Electro Optical Industries
8	12/31/15	CIT BANK, N.A.	\$59,031.17	BW Piezo; CTG Advanced Materials; Electro Optical Industries
9	12/31/15	CIT BANK, N.A.	\$9,616.43	BW Piezo; CTG Advanced Materials; Electro Optical Industries
10	12/31/15	CIT BANK, N.A.	\$44,437.50	BW Piezo; CTG Advanced Materials; Electro Optical Industries
11	12/31/15	CIT BANK, N.A.	\$12,679.17	BW Piezo; CTG Advanced Materials; Electro Optical Industries
12	12/31/15	CIT BANK, N.A.	\$825,833.92	BW Piezo; CTG Advanced Materials; Electro Optical Industries
13	12/31/15	CIT BANK, N.A.	\$957.18	BW Piezo; CTG Advanced Materials; Electro Optical Industries
14	12/31/15	CIT BANK, N.A.	\$1,690.55	BW Piezo; CTG Advanced Materials; Electro Optical Industries
15	12/31/15	CIT BANK, N.A.	\$841,160.82	BW Piezo; CTG Advanced Materials; Electro Optical Industries
16	12/31/15	CIT BANK, N.A.	\$116,118.43	BW Piezo; CTG Advanced Materials; Electro Optical Industries
17	1/8/16	CIT BANK, N.A.	\$23,497.87	BW Piezo; CTG Advanced Materials; Electro Optical Industries
18	1/8/16	CIT BANK, N.A.	\$1,285.33	BW Piezo; CTG Advanced Materials; Electro Optical Industries
19	1/28/16	CIT BANK, N.A.	\$119,573.10	BW Piezo; CTG Advanced Materials; Electro Optical Industries
20	2/25/16	CIT BANK, N.A.	\$137,939.23	BW Piezo; CTG Advanced Materials; Electro Optical Industries

1	4/4/16	CIT BANK, N.A.	\$50,000.00	BW Piezo; CTG Advanced Materials; Electro Optical Industries
2			<b>\$33,248,711.3</b>	
3		<b>Total</b>	<b>6</b>	

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2 *FIDUS MEZZANINE CAPITAL II, L.P.*  
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2 Date	Initial 3 Transferee	Amount	Benefici 4 ary
5 12/20/13	FIDUS 6 MEZZANINE 7 CAPITAL II, 8 L.P.	\$195,319.45	BW Piezo; CTG Advanced Materials; Electro 9 Optical Industries
10 3/26/14	FIDUS 11 MEZZANINE 12 CAPITAL II, 13 L.P.	\$216,553.37	BW Piezo; CTG Advanced Materials; Electro 14 Optical Industries
15 6/30/14	FIDUS 16 MEZZANINE 17 CAPITAL II, 18 L.P.	\$216,756.95	BW Piezo; CTG Advanced Materials; Electro 19 Optical Industries
20 9/30/14	FIDUS 21 MEZZANINE 22 CAPITAL II, 23 L.P.	\$220,941.90	BW Piezo; CTG Advanced Materials; Electro 24 Optical Industries
25 12/31/14	FIDUS 26 MEZZANINE 27 CAPITAL II, 28 L.P.	\$221,055.67	BW Piezo; CTG Advanced Materials; Electro Optical Industries
29 3/31/15	FIDUS 30 MEZZANINE 31 CAPITAL II, 32 L.P.	\$214,375.00	BW Piezo; CTG Advanced Materials; Electro 33 Optical Industries
34 6/30/15	FIDUS 35 MEZZANINE 36 CAPITAL II, 37 L.P.	\$216,756.95	BW Piezo; CTG Advanced Materials; Electro 38 Optical Industries
39 9/30/15	FIDUS 40 MEZZANINE 41 CAPITAL II, 42 L.P.	\$228,083.34	BW Piezo; CTG Advanced Materials; Electro 43 Optical Industries
44 12/31/15	FIDUS 45 MEZZANINE 46 CAPITAL II, 47 L.P.	\$228,083.34	BW Piezo; CTG Advanced Materials; Electro 48 Optical Industries
49 12/31/15	FIDUS 50 MEZZANINE	\$2,061.34	BW Piezo; CTG Advanced Materials; Electro 51 Optical Industries

1	CAPITAL II, L.P.		
2	<b>Total</b>	<b>\$1,959,987.31</b>	

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1 **GLADSTONE INVESTMENT CORPORATION**

2 <b>Date</b>	3 <b>Initial Transferee</b>	4 <b>Amount</b>	5 <b>Beneficiary</b>
6 2/2/12	7 GLADSTONE INVESTMENT CORPORATION	8 \$173,435.43	9 BW Piezo
10 2/29/12	11 GLADSTONE INVESTMENT CORPORATION	12 \$147,930.21	13 BW Piezo
14 3/1/12	15 GLADSTONE INVESTMENT CORPORATION	16 \$900,000.00	17 BW Piezo
18 4/30/12	19 GLADSTONE INVESTMENT CORPORATION	20 \$155,742.70	21 BW Piezo
22 5/31/12	23 GLADSTONE INVESTMENT CORPORATION	24 \$160,968.89	25 BW Piezo
26 6/8/12	27 GLADSTONE INVESTMENT CORPORATION	28 \$1,003.07	29 BW Piezo
30 6/29/12	31 GLADSTONE INVESTMENT CORPORATION	32 \$229,214.37	33 BW Piezo
34 7/31/12	35 GLADSTONE INVESTMENT CORPORATION	36 \$160,413.53	37 BW Piezo
38 9/6/12	39 GLADSTONE INVESTMENT CORPORATION	40 \$2,330.17	41 BW Piezo
42 9/26/12	43 GLADSTONE INVESTMENT CORPORATION	44 \$450,000.00	45 BW Piezo
46 9/26/12	47 GLADSTONE INVESTMENT CORPORATION	48 \$450,000.00	49 BW Piezo
50 10/1/12	51 GLADSTONE INVESTMENT CORPORATION	52 \$228,709.47	53 BW Piezo
54 12/3/12	55 GLADSTONE INVESTMENT CORPORATION	56 \$154,766.58	57 BW Piezo

1	12/3/12	GLADSTONE INVESTMENT CORPORATION	\$154,766.58	BW Piezo
2	12/14/12	GLADSTONE INVESTMENT CORPORATION	\$1,429.56	BW Piezo
3	12/14/12	GLADSTONE INVESTMENT CORPORATION	\$1,429.56	BW Piezo
4	12/27/12	GLADSTONE INVESTMENT CORPORATION	\$235,496.82	BW Piezo
5	12/27/12	GLADSTONE INVESTMENT CORPORATION	\$25,000.00	BW Piezo
6	12/28/12	GLADSTONE INVESTMENT CORPORATION	\$500,000.00	BW Piezo
7	12/28/12	GLADSTONE INVESTMENT CORPORATION	\$500,000.00	BW Piezo
8	1/31/13	GLADSTONE INVESTMENT CORPORATION	\$160,486.47	BW Piezo
9	2/27/13	GLADSTONE INVESTMENT CORPORATION	\$145,844.25	BW Piezo
10	2/27/13	GLADSTONE INVESTMENT CORPORATION	\$1,273.52	BW Piezo
11	2/27/13	GLADSTONE INVESTMENT CORPORATION	\$145,844.25	BW Piezo
12	2/27/13	GLADSTONE INVESTMENT CORPORATION	\$1,273.52	BW Piezo
13	3/28/13	GLADSTONE INVESTMENT CORPORATION	\$271,626.42	BW Piezo
14	3/28/13	GLADSTONE INVESTMENT CORPORATION	\$271,626.42	BW Piezo

1	4/12/13	GLADSTONE INVESTMENT CORPORATION	\$15,000.00	BW Piezo
2	4/30/13	GLADSTONE INVESTMENT CORPORATION	\$148,136.99	BW Piezo
3	5/30/13	GLADSTONE INVESTMENT CORPORATION	\$148,136.99	BW Piezo
4	6/13/13	GLADSTONE INVESTMENT CORPORATION	\$153,153.13	BW Piezo
5	6/28/13	GLADSTONE INVESTMENT CORPORATION	\$5,792.84	BW Piezo
6	7/31/13	GLADSTONE INVESTMENT CORPORATION	\$258,368.71	BW Piezo
7	7/31/13	GLADSTONE INVESTMENT CORPORATION	\$156,146.75	BW Piezo
8	8/29/13	GLADSTONE INVESTMENT CORPORATION	\$156,146.75	BW Piezo
9	9/30/13	GLADSTONE INVESTMENT CORPORATION	\$155,913.57	BW Piezo
10	9/30/13	GLADSTONE INVESTMENT CORPORATION	\$261,040.10	BW Piezo
11	10/15/13	GLADSTONE INVESTMENT CORPORATION	\$261,040.10	BW Piezo; CTG Advanced Materials
12	10/15/13	GLADSTONE INVESTMENT CORPORATION	\$65,439.56	BW Piezo; CTG Advanced Materials
13	11/12/13	GLADSTONE INVESTMENT CORPORATION	\$65,439.56	BW Piezo; CTG Advanced Materials
14	4/17/14	GLADSTONE INVESTMENT CORPORATION	\$65,439.56	BW Piezo; CTG Advanced Materials

1	4/17/14	GLADSTONE INVESTMENT CORPORATION	\$11,435.71	BW Piezo; CTG Advanced Materials
2	8/8/14	GLADSTONE INVESTMENT CORPORATION	\$11,435.71	BW Piezo; CTG Advanced Materials
3	8/8/14	GLADSTONE INVESTMENT CORPORATION	\$2,032.50	BW Piezo; CTG Advanced Materials
4	7/17/15	GLADSTONE INVESTMENT CORPORATION	\$2,032.50	BW Piezo; CTG Advanced Materials
5	12/18/15	GLADSTONE INVESTMENT CORPORATION	\$1,195.91	BW Piezo; CTG Advanced Materials
6	6/10/16	GLADSTONE INVESTMENT CORPORATION	\$1,104.87	BW Piezo; CTG Advanced Materials
7		<b>Total</b>	<b>\$7,576,027.4</b>	
8			9	

1  
2 *MCDERMOTT WILL & EMERY LLP*  
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Date	Initial Transferee	Amount	Beneficiary
3/11/15	MCDERMOTT WILL & EMERY LLP	\$20,000.00	CTG Advanced Materials
11/5/15	MCDERMOTT WILL & EMERY LLP	\$20,000.00	CTG Advanced Materials
11/25/15	MCDERMOTT WILL & EMERY LLP	\$10,000.00	CTG Advanced Materials
12/3/15	MCDERMOTT WILL & EMERY LLP	\$10,000.00	CTG Advanced Materials
12/10/15	MCDERMOTT WILL & EMERY LLP	\$33,355.57	CTG Advanced Materials
5/25/16	MCDERMOTT WILL & EMERY LLP	\$24,003.43	CTG Advanced Materials
5/26/16	MCDERMOTT WILL & EMERY LLP	\$24,003.43	CTG Advanced Materials
5/26/16	MCDERMOTT WILL & EMERY LLP	\$24,003.43	CTG Advanced Materials
<b>Total</b>		<b>\$165,365.86</b>	

1 *RAYMOND JAMES & ASSOCIATES, INC*

2 <b>Date</b>	3 <b>Initial Transferee</b>	4 <b>Amount</b>	5 <b>Beneficiary</b>
12/11/15	RAYMOND JAMES & ASSOCIATES, INC	\$50,000.00	BW Piezo; CTG Advanced Materials

1 *DORSEY & WHITNEY, LLP*

2 <b>Date</b>	3 <b>Initial Transferee</b>	4 <b>Amount</b>	5 <b>Beneficia ry</b>
11/5/14	DORSEY & WHITNEY, LLP	\$15,939.50	BW Piezo; CTG Advanced Materials
11/12/14	DORSEY & WHITNEY, LLP	\$4,056.50	BW Piezo; CTG Advanced Materials
11/26/14	DORSEY & WHITNEY, LLP	\$2,706.00	BW Piezo; CTG Advanced Materials
1/14/15	DORSEY & WHITNEY, LLP	\$10,852.06	BW Piezo; CTG Advanced Materials
1/21/15	DORSEY & WHITNEY, LLP	\$4,238.00	BW Piezo; CTG Advanced Materials
3/18/15	DORSEY & WHITNEY, LLP	\$8,558.00	BW Piezo; CTG Advanced Materials
4/3/15	DORSEY & WHITNEY, LLP	\$2,672.69	BW Piezo; CTG Advanced Materials
	<b>Total</b>	<b>\$49,022.75</b>	